

AUDUBON SOCIETY OF OMAHA CONSTITUTION

ARTICLE I: NAME

This organization shall be known as the Audubon Society of Omaha.

ARTICLE II. PURPOSE

Section 1. The purpose and objectives of this Society shall be to engage in educational, scientific, literary, and charitable pursuits within the meaning of Section 501(c)(3) of the Internal Revenue Law (hereinafter referred to as the “Code”), including but not limited to the stated purposes of the National Audubon Society, of which this organization shall function as a chapter.

Section 2. The relationship between the Society and the National Audubon Society shall be governed by the Chapter Policy.

Section 3. The Society is not nor shall not be organized or operated for monetary gain or profit nor for the distribution of gains, profits, or dividends to its members or any private shareholders or individual. The property, assets, profits, and net income of this Society are irrevocably dedicated to charitable purposes, no part of which shall accrue to the benefit of any officer, director, member, private shareholder, or individual.

Section 4. The Society shall not participate in or intervene in any political campaign on behalf of any candidate for public office. No substantial part of the Society’s activities shall consist of carrying on of propaganda or otherwise attempting to influence legislation, unless the Society shall file the election regarding lobbying as provided by Section 501(h) of the Code, in which case the Society shall not exceed the lobbying ceiling amount permitted eligible organizations filing this election.

ARTICLE III: DISCONTINUANCE AND DISSOLUTION

Section 1. The Society reserves the right to terminate its Chapter status given in writing to the National Audubon Society. A two-thirds majority of elected Board members voting by secret ballot in favor of termination is required.

If the Board approves of termination, a special general meeting will be held for all members on the subject of termination. After this meeting, ballots will be mailed to all Chapter members, to be returned within thirty days to a Post Office box to be retrieved by the president and a vice-president and remain unopened until counted by and in the presence of a minimum of the president, a vice-president, and the recording secretary.

The Society will decide to terminate its Chapter status with National Audubon when not less than fifteen percent of the chapter members returned their ballots and of those, not less than a two-thirds majority voted in favor of termination, after which notice will be given to National Audubon.

The Audubon Society of Omaha retains its right to continue as the local Audubon Society of Omaha, which will not be affiliated with the National Audubon Society. After termination of the Chapter status, dues for persons choosing membership in both the National Audubon Society and the Audubon Society of Omaha shall be determined separately by each organization.

Section 2. The Society recognizes the right of the National Audubon Society to terminate the Chapter relationship. Assets will remain with the Audubon Society of Omaha if that Society continues to exist as an independent organization.

Section 3. Upon dissolution or abandonment, the assets of this Society remaining after payment of or provision for all debts and liabilities shall be donated to Audubon Nebraska, or its successor, or if unwilling or unable to accept said donation, to such corporation(s), association(s), fund(s), or foundation(s) having similar objects and purposes as the Society may designate, subject to Court order, provided that no assets shall be donated to any organization other than one organized and operated exclusively for charitable purposes as set forth in section 501(c)(3) of the Internal Revenue Code or whatever is applicable at the time of dissolution.

The decision to dissolve the Chapter status shall be made by secret ballot by a majority vote of members present at any regularly called meeting provided a quorum is present and notice is given fifteen days in advance by mail or in the Society newsletter sent to all members.

APPENDIX

The Constitution, Article II Purpose, Section 1, refers to the stated mission of the National Audubon Society.

The National Audubon Society is committed to conserve and restore natural ecosystems, focusing on birds and other wildlife for the benefit of humanity and the earth's biological diversity.

AUDUBON SOCIETY OF OMAHA BY LAWS

ARTICLE I: MEMBERSHIP

Section 1. Anyone 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, and all membership categories shall enjoy the rights and privileges of both this and the national organization.

Section 3. Annual membership dues shall be as established by the National Audubon Society, shall include but not be limited to the categories set by National, and shall be payable at the time and in a the manner established by the national organization.

Section 4. A membership will be considered lapsed and terminated if dues are unpaid six months after the due date.

Section 5. Each member is entitled to one vote at regular, annual, or special meetings. Family memberships and other categories that cost more are entitled to two votes if at least two of the members are present.

ARTICLE II: MEETINGS

Section 1. Regular meetings of the Society shall be held monthly from September through May at a time and place publicized in advance.

Section 2. The May regular meeting of each year shall be the Annual Meeting of the Society, at which time new officers and directors will be installed to take office the following July 1.

Section 3. Twenty-three 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. Notice of the meeting and objective(s) shall be given fifteen days in advance by mail or in the Society newsletter sent to all members.

Section 5. Each member is entitled to one vote at regular, annual, or special meetings. Family memberships and other categories that cost more are entitled to two votes if at least two of the members are present.

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 President shall give a brief report of the Board meeting at the next general meeting. Actions of the Board may be rescinded by a majority vote at any regularly constituted meeting at which a quorum is present. Minutes shall be available for the membership at a later date.

Section 2. The Board of Directors shall include (a) the elected officers (b) six directors (c) the chairpersons of standing committees who are not elected officials and (d) the immediate past president.

Section 3. Term limits:

- (a) Officers may serve up to three consecutive years in one position.
- (b) Directors may serve up to four consecutive years.
- (c) No individual shall serve more than four consecutive years as an elected member of the Board.
- (d) Any ASO member may be elected for President up to three years and continue to serve as immediate past president up to three years.

Section 4. The elected directors shall serve two-year terms, may be reelected for a consecutive two-year term, and shall be a member of at least one standing committee.

Section 5. A majority of the elected Board positions shall constitute a quorum at any Board meeting. The immediate past president shall not be counted as an elected member for purposes of establishing a quorum.

Section 6. Each elected or appointed Board position shall be entitled to one vote. Each individual, no matter how many positions (s)he holds, shall be entitled to one vote.

Section 7. Regular meetings of the Board shall be held at least six times a year as determined by the Board. No less than 48 hours notice shall be given.

Section 8. Special meetings of the Board shall be called by the President or by a majority of the board. No less than 48 hours notice shall be given.

ARTICLE IV: OFFICERS

Section 1. The elected officers of the Society shall be a President, a First Vice President, a Second Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer.

Section 2. The elected officers shall serve one year and may be reelected up to two more consecutive years.

Section 3. The President shall be President of the Society, Chairperson of the Board of Directors, and an ex-officio member of all committees except the Nominating Committee. The President shall:

- (a) Preside over meetings of the Board and, in consultation with the Board, develop agendas for those meetings;
- (b) Lead the Board in developing goals, objectives, annual plans, and budgets;
- (c) Ensure that committees have chairpersons and are fulfilling their mandates;
- (d) Act as a spokesperson in the community, articulating chapter policy on local and national issues as established by the Board;
- (e) Appoint a chapter representative to the Audubon Board of Trustees;
- (f) Coordinate involvement in the programs of the National Audubon Society;
- (g) Prepare or supervise preparation of annual recertification materials for the National Audubon Society.
- (h) Oversee preparation of the annual Federal filings to maintain the local Society's tax-exempt status;
- (i) Perform all other duties associated with the office of President.

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

Section 5. The Second Vice-President shall preside at all meetings in the absence of the President and First Vice-President and shall serve as chairperson of the Nominating committee.

Section 6. The Recording Secretary shall keep a record of all proceedings of the Board and shall, when requested by the President, supply a list of old business requiring action at following meetings.

Section 7. The Corresponding Secretary shall conduct such correspondence of the Society as the President requests.

Section 8. The Treasurer shall have custody of the Society's funds. (S)he shall disburse the funds as may be directed by the Board; report to the Board of Directors at their regular meetings or as requested, and to the Society at its regular meetings; prepare an annual report on the condition of the Society, which may be distributed to members or published in the newsletter; provide the President with financial information for the preparation of reports required by the National Audubon Society and the Internal Revenue Service; and serve on the Finance committee but not as chairperson.

All checks and drafts of the Society may be signed by the President, the First Vice-President, or the Treasurer.

ARTICLE V: NOMINATING COMMITTEE

Section 1. The Nominating committee shall consist of five members: the Second Vice-President as chairperson, two from the Board of Directors, and two from the general membership. Two alternates shall also be selected: one from the Board and one from the general membership. The chairperson shall be responsible for selection of the committee members, subject to approval of the Board of Directors at or before its January meeting.

Section 2. The committee shall nominate candidates for office to succeed those whose terms of office expire. After the nominees have consented to serve, this slate shall be presented to the membership in the March newsletter and shall be voted upon at the regular April meeting.

Section 3. Candidates may be nominated from the floor, provided prior written consent of the nominee has been obtained.

ARTICLE VI: ELECTIONS AND FILLING VACANCIES

Section 1. The election of officers and directors shall take place at the regular meeting of the membership in April.

Section 2. The candidates nominated and presented shall be elected by a voice vote of the membership or by a motion of the membership instructing an officer to cast a unanimous ballot in favor of the recommendations of the Nominating committee. If there is more than one candidate for any office, the election to such office shall be by written ballot with a majority vote of the ballots cast determining the winner.

Section 3. If there is a vacancy in the office of President, the First Vice-President shall become President. If there is a vacancy in the office of First Vice-President, the Second Vice-President shall become First Vice-President. If there is a vacancy in the office of Second Vice-President or any elected directorship, the vacancy shall be filled as follows:

- (a) If the remaining term of the vacant office or directorship is less than six months, the vacancy shall be filled by the vote of a majority of the remaining elected Board of Directors.
- (b) If the remaining term of the vacant office or directorship is six months or more, the remaining elected officials shall nominate a candidate for the vacancy, obtain the written consent of the nominee, and submit the nomination to a vote of the membership at the next general meeting for which adequate written notice has been given. At such a meeting, nominations from the floor may be made as described in Article V Section 3, and the vote shall be conducted in accordance with Article VI Section 2.

Section 4. If the Board feels there is just cause for removal of an officer or a director, a two-thirds majority vote of the Board will be required to remove the individual from office. Cause for removal may include but not be limited to failure to attend at least half of the regular Board meetings in the previous fiscal year.

ARTICLE VII: COMMITTEES

Section 1. The President, with the approval of the Board of Directors, shall appoint chairpersons of standing committees who may select their own committee members with suggestions from the Board. Terms of office shall be one year or until their successors are appointed. If possible, standing committees should be composed of at least three members.

Section 2. The President, with the approval of the Board of Directors, may appoint Special or Task Force committees to serve until their task is completed or they are replaced by the President.

Section 3. Committee activities shall be approved by the Board of Directors.

Section 4. Standing committees may include the following and others deemed necessary by the Board of Directors.

MEMBERSHIP COMMITTEE

It shall be the duty of this committee to

(a) Welcome and introduce new and prospective new members at any meetings; be in charge of registration at the regular meetings; send new members welcome letters and membership surveys; conduct membership campaigns

(b) Maintain an accurate and current membership list, reconciling membership and chapter dues share data with monthly National Audubon Society reports; produce or supervise production of mailing labels; process locally generated membership applications and newsletter subscriptions; and provide membership data to committees.

NATURE ACTIVITIES COMMITTEE

It shall be the duty of this committee to plan, organize, and arrange for field trips. The committee shall be responsible for coordinating the Christmas and Spring Bird Cesuses, the Adopt-a-Refuge program, Nebraska Bird Line, Nest Box projects, Nature Study, and related activities.

PROGRAM COMMITTEE

It shall be the duty of this committee to select program materials, recruit speakers, arrange for the regular meetings of the Society, and work with the Hospitality committee in planning the annual meeting.

HOSPITALITY COMMITTEE

It shall be the duty of this committee to conduct the social activities at the regular meetings of the Society and to plan the annual meeting in conjunction with the Program committee.

PUBLICATIONS COMMITTEE

The President shall appoint a Newsletter Editor who shall be the Publication committee chairperson. It shall be the duty of this committee to publish a newsletter for the members and to prepare or supervise production of other chapter publication.

CONSERVATION COMMITTEE

It shall be the duty of this committee to keep informed on local, state, and national policies and actions affecting the environment and the conservation of natural resources; advise the Board; and carry out the policies of the Society, coordinating its actions with the policies and activities of the National Audubon Society in matters of national scope.

NATURAL AREAS MANAGEMENT COMMITTEE

It shall be the duty of this committee to develop management and financial plans for natural areas under the control of the Society. Upon approval by the Board of directors, the committee shall be responsible for implementing these plans. The committee shall submit reasonably detailed written reports of its activities and the status of the properties and monies under its management regularly during the fiscal year as determined by the Board of Directors.

EDUCATION COMMITTEE

It shall be the duty of this committee to further the educational services of the National Audubon Society by providing speakers and resources to individuals, groups, organizations, and schools.

RAPTOR TEAM

It shall be the duty of this committee to present programs with non-releasable birds of prey. The Memorandum of Agreement on file at the office and the draft of the MOA in the March 3, 1999 minutes of the Board of Directors meeting define the relationship between the Society and the Team.

PUBLICITY COMMITTEE

It shall be the duty of this committee to publicize the purposes and programs of the Society through newspaper, radio, television, internet, and other media.

FINANCE COMMITTEE

It shall be the duty of this committee to assist the President in planning the annual budget, help the treasurer with financial reports, and arrange for financial audits as directed by the Board. The treasurer shall be a member of this committee, but not the chairperson.

The committee shall adopt procedures governing the management of the Society's invested funds, which shall be subject to approval by the Board of Directors. The committee shall submit reasonably detailed written reports of its activities and the status of the funds under its supervision regularly during the fiscal year as determined by the Board of Directors.

FUNDRAISING COMMITTEE

It shall be the duty of this committee to raise money for the ongoing activities of the Society through the sale of merchandise, birdseed sale, birdathon, and other activities as needed.

ARTICLE VIII: COMMITMENTS

The Society or its Board of Directors shall not enter into any commitments binding on the National Audubon Society without authorization from the latter. The National Audubon Society shall make no commitments binding on this Society without its consent.

ARTICLE IX: PARLIAMENTARY AUTHORITY

In matters not covered by these Bylaws, Robert's Rules of Order shall govern.

ARTICLE X: AMENDMENTS

The constitution and by-laws, with the exception of Article III Discontinuance, may be amended by a majority vote, by secret ballot, of members present at any regularly called meeting, provided a quorum is present and notice of amendments are given fifteen days in advance by mail or in the Society newsletter sent to all members.

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