

# **BY-LAWS OF SAN JOAQUIN AUDUBON SOCIETY**

(revised in 1996)

## **Article I Name**

The name of this corporation is the SAN JOAQUIN AUDUBON SOCIETY.

## **Article II Purpose**

The purposes and objectives of this corporation 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 this corporation shall function as a branch.

## **Article III Elective Officers**

The elective officers of this corporation shall be: President, President-Elect, Secretary, and Treasurer, each of whom shall be an Ex-officio Member of the Board of Directors, and five additional Members of the Board of Directors, one of whom shall be immediate past President.

## **Article IV Term of Office**

Officers shall be elected at the annual meeting held in May of each year in the manner here in after provided and shall hold office for a term of two years or until their successors are elected and qualified.

## **Article V Nomination and Election of Officers**

Section 1. A nominating committee of three members shall be appointed by the president of the corporation at the regular board meeting in March of each year. This committee shall present a slate of nominees to the membership at the annual meeting in May. Further nominations may be made from the floor at the time of said election.

Section 2. Elections shall be by ballot when more than one person is nominated for a particular office. A chair and two tellers shall be appointed by the President to receive the ballots. They shall count the ballots so cast and announce the results to the President, who thereupon shall declare to be elected the person receiving the majority of votes cast for the particular office.

Section 3. All officers so elected shall take office at the next meeting following completion of the Annual Report to National Audubon.

## **Article VI Duties of Elected Officers**

Section 1. The duties of the elected officers shall be as implied by their respected titles, and as are specified in these By-laws.

Section 2. The President shall preside at all meetings of this corporation and of its Board of Directors. S/He shall appoint a chairperson for each committee, and perform such other duties as ordinarily pertain to such office.

Section 3. The President-Elect shall preside at all meetings of the corporation and of its Board of Directors in the absence of the President and shall perform such duties as may be assigned by the Board of Directors, including notifying members of the Board and committee chairs of meetings.

Section 4. The Secretary shall keep the minutes of meetings of this corporation and of meetings of the Board of Directors, shall carry on the correspondence of this corporation, and other duties as deemed necessary by the Board at large.

Section 5. The Treasurer shall collect all dues and make disbursements by check countersigned by one of two designated officers; shall keep a correct account of all receipts and disbursements; shall furnish a monthly statement of finances to the Board, and shall present an annual report at the May meeting of the corporation. S/he shall deposit the funds of the corporation in such places as the Board of Directors may direct.

## **Article VII Meetings**

Section 1. Regular business meetings of this corporation shall be held monthly on a date to be determined by the Board of Directors, or by resolution adopted by a majority of the members present at any such meeting. Seven members in good standing shall constitute a quorum for the transaction of business at any regular meeting.

Section 2. The annual meeting at this corporation shall be the regular meeting held in May of each year.

Section 3. Special meetings may be called by the President or Board of Directors. Seven members in good standing shall constitute a quorum for the transaction of business at any special meeting.

Section 4. Meetings of the Board of Directors shall be held monthly or when called by the President. A majority of the members of the Board of Directors shall constitute a quorum.

### **Article VIII 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 those of the National Audubon Society and be payable directed by the Society's headquarters.

Section 4. All classes of members will enjoy the rights and privileges pertaining to the members of both this 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, and in the case of Individual, Family, Student, Senior, Senior Family, Sustaining, and Contributing members, yearly thereafter. In the case of Life members, dues shall be paid in one sum at the time of application, and will be accepted as of the time of election.

Section 6. Should renewal of membership dues not be paid, a member so in default shall forthwith be dropped from the rolls. Membership shall be renewed prior to expiration. Failure to do so will result in deletion from the local database.

### **Article IX Vacancies**

In the event of a vacancy in any office, a nominating committee appointed by the President shall recommend a replacement to fill such unexpired term. The nominee shall be presented at the next regular meeting for formal consideration by members in attendance.

### **Article X Committees**

Section 1. The President shall have power to appoint such committees as s/he may deem necessary.

Section 2. The President shall appoint annually a Membership Committee who shall be responsible to maintain membership records and mailing labels. All Members of the Board shall be committed to recruiting new members.

### **Article XI Parliamentary Authority**

Robert's Rules of Order, Revised, shall be the guide for any questions not provided for by these By-laws or by the Articles of Incorporation.

### **Article XII Amendments**

These By-laws may be amended at any regular business meeting of this corporation by a two-thirds vote of the members present, provided this amendment has been submitted in advance in writing.

### **Article XIII Commitments**

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

### **Article XIV Discontinuance**

This society reserves the right to terminate its branch status on six months notice, given in writing to the National Audubon Society, in which case all allocation of dues by the National Audubon Society to this society will cease on expiration of the six month period. This society recognizes the right of the National Audubon Society to terminate the branch relationship on six months notice, given by it to the 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.