

BYLAWS
OF
OKLAWAHA VALLEY AUDUBON SOCIETY, INC.

ARTICLE I – NAME

The name of the organization shall be the Oklawaha Valley Audubon Society (the Society or OVAS).

ARTICLE II – VISION AND MISSION

Our Vision and Mission statements are included within OVAS' Strategic Plan and are incorporated by reference. Should the Vision and Mission be revised, this paragraph shall be updated automatically. The Vision and Mission at the time of this revision is:

Vision/Impact Statement:

A world in which people and wildlife thrive.

Mission Statement:

The Oklawaha Valley Audubon Society leads the community in protecting birds, wildlife, and the places they need throughout Lake County and the region using science, advocacy and conservation.

ARTICLE III – MEMBERSHIP

A. Individuals and Organizations: Any individual or organization who shares the Vision and Mission of this Society, acts in accordance with these Bylaws, and who has paid required membership dues shall be deemed a member in good standing of this Society.

B. Voting Rights: Each individual member and all adult individuals in a household membership, who are in good standing, shall have the right to vote for any of the purposes of the Society, including the election of the members of the Board of Directors. All organization members shall, through a duly appointed delegate or selected representative, be entitled to one (1) vote at meetings of the members of the Corporation, provided, however, that a delegate for any organization shall furnish at the meeting, if called for by the Presiding Officer, a certificate signed by an Officer of his or her organization certifying that he or she is a duly appointed delegate.

C. Dues: National and state membership dues are established by the National Audubon Society. Chapter membership dues may be established by this Society. Payment of either National dues or Society dues or both qualifies a person,

household, or organization for membership in this Society.

ARTICLE IV – OFFICERS

A. Officers of the Oklawaha Valley Audubon Society shall be composed of a President, First Vice-President, Second Vice-President, Secretary, and Treasurer. The Officers shall be elected for a term of two years, beginning on the 1st of July during the year s/he is elected. Terms of office shall be staggered to ensure continuity for the Purpose of the Society. If by reason of resignation or death, or for any other 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 through the end of the fiscal year, when the replacement individual elected by the membership at the Annual Meeting will assume the position.

B. The President shall:

1. Preside at all meetings of the organization, including meetings of the Board of Directors, and shall enforce the provisions of the Articles of Incorporation and the Bylaws of the Society.
2. Act as a judge in elections and declare the results.
3. Appoint the Chairs of the Standing Committees with the approval of the Board of Directors and appoint ad hoc Committees as deemed necessary by the Board of Directors.
4. Serve as liaison between the Society and Audubon of Florida through the Regional Conservation Committee, and maintain a working relationship with the Audubon of Florida regional Board member.
5. Submit an Annual Report to National Audubon in order to qualify for reimbursements from the National Society.
6. File for Discontinuance of the Chapter as provided in Article XIV should the membership vote to dissolve.
7. Assign Parliamentary duties, as needed.

C. The First Vice-President shall in the absence or inability of the President to preside, perform the duties of the President.

D. The Second Vice-President shall, in the absence of the President and First Vice-President, perform the duties of the President.

E. The Secretary shall keep accurate records of the proceedings of the Society and the Board of Directors, and preserve correspondence relating to the Society. The Secretary shall perform such duties as the Board of Directors or the Bylaws direct. In the event the Secretary is not present at a meeting, the Presiding Officer shall appoint someone to act as Secretary.

F. The Treasurer shall:

1. Receive and be the custodian of all the dues and other monies of the Society and shall deposit all such funds in the name and credit of the Society.

2. Disburse the funds of the Society as may be ordered by the Board of Directors, taking proper vouchers therefore, and shall render to the Board of Directors, whenever they require it, an account of all transactions as Treasurer and of the financial condition of the Society.
 3. Provide all necessary records to the Financial Review Committee at the end of the fiscal year.
 4. Prepare a draft Annual Budget for review and approval of the Board.
 5. Sign all drafts and checks of the Society. Should the Treasurer be unable to sign check and drafts of the Society, the President shall do so.
 6. Ensure the signatures authorized to sign checks, including those of relevant incoming Officers, shall be on file with the bank holding checking account funds.
- G. An Executive Committee shall comprise the President, Vice Presidents, Secretary, and Treasurer.

ARTICLE V – MEETINGS AND PROGRAMS

The Society shall provide educational programs for the membership and hold Board of Directors meetings during the program year, from September through June. Meetings may be in person or virtual.

- A. Programs may be provided monthly during the program year, and general meetings may occur concurrent with the programs. Program and general membership meetings shall be open to members and guests.
- B. The Annual Meeting of the Society will be held in March or as determined by the Board. The Annual Meeting is for the purpose of electing Officers and Directors-at-Large, and for informing the membership of the state of the Society. Notice of the Annual Meeting shall be provided to members at least 10 days prior to the meeting.
- C. Board of Directors Meetings, also known as Board meetings, shall be held during the program year and at other times as deemed necessary by a majority of the Board of Directors. The Board meeting shall be open to all the members, but voting shall be limited to the Board of Directors. There shall be at least four (4) regular meetings of the Board of Directors in any one fiscal year. The dates for the regular meetings shall be determined by the Board at its first regular meeting of the new fiscal year.
- D. The Executive Committee shall meet to conduct any business of the Society that arises due to an emergency when it is not practicable to consult with the full Board of Directors. The reason for the emergency meeting and action taken, if any, shall be reported to the full Board at the next regular Board meeting.
- E. Special meetings of members may be called by the President or pursuant to resolution of the Board, or by petition of not less than 10 members entitled to vote. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

F. All decisions by the Executive Committee, the Board of Directors, and the Membership shall require a majority vote of the voting quorum present, with the exception of bylaw amendments, which shall require a higher proportion of votes. The President shall break any tie votes, except bylaw amendment votes.

ARTICLE VI – BOARD OF DIRECTORS

A. The control and conduct of business, and financial stability of the Society shall be vested in its Board of Directors. All members of the Board of Directors shall be members in good standing. Each Director shall abide by the Society's Articles of Incorporation and Bylaws, including responsibilities for their position detailed herein. Where applicable, reference to the "full board" means the entire board excluding vacant positions.

B. The Officers and at least one (1) but no more than 5 (Five) Directors-at-Large shall serve as the Board of Directors.

C. The Directors-at-Large shall be elected for a term of three years, beginning on the 1st of July during the year s/he is elected. Terms of office shall be staggered to ensure continuity for the Purpose of the Society. If by reason of resignation or death, or for any other reason, vacancies exist whereby the Board does not have the full complement of Directors, the Board may proceed to elect a Director or Directors to fill such vacancies. In the event a Director-at-Large is replaced by election of the Board, the Director-at-Large so elected shall serve through the end of the fiscal year, when the individual newly elected by the membership will assume the position.

D. The responsibilities and duties of the Board of Directors shall be:

1. Attend all Board meetings
2. Vote on appointments of the President
3. Establish a fiscally sound budget and approve an Annual Budget.
4. Vote on expenditures of funds not consistent with the approved Annual Budget.
5. Fill vacancies on the Board of Directors until the next election.
6. Take leadership responsibility for a significant role (e.g. Committee Chair, etc.)
7. Appoint a Financial Review Committee.

E. Voting by Board members can be oral, by a show of hands, or ballot, if meeting in person, or by mail or via electronic transmissions at the discretion of the Presiding Officer. The Board of Directors may establish a separate protocol for casting and counting electronic votes.

F. Any Officer, assistant Officer, or agent of the Society may be removed at any time, either with or without cause, by the Board in its absolute discretion by a two-thirds vote. Any Board member or Director-at-Large appointed otherwise than by the Board of Directors may be removed at any time, either with or without cause, by any Officer

having authority to appoint such as Officer except as may be otherwise provided in these Bylaws. Any such removal shall be without prejudice.

ARTICLE VII – ELECTIONS

A. The election of Officers and Directors-at-Large required to fill expired terms and vacancies shall be conducted at the annual meeting, provided a quorum of members is present. If a quorum is not present the election shall be held at the next general meeting when a quorum of members is present.

B. Voting procedures: Voting by members can be oral, by a show of hands, or by ballot if meeting in person, or by mail or via electronic transmissions at the discretion of the Presiding Officer. The Board of Directors may establish a separate protocol for casting and counting electronic votes.

C. The new Officers and Directors-at-Large shall assume their office at the beginning of the new fiscal year, or immediately upon election if elected to fill a vacancy.

ARTICLE VIII – FINANCIAL REVIEW COMMITTEE

The outgoing Board of Directors shall annually appoint a financial Review Committee, consisting of at least two (2) members of the Society who are not members of the Board of Directors, whose function shall be to report upon the character and accuracy of the Treasurer's financial records and reports for the fiscal year. The report shall be presented to the new Board of Directors at their first meeting of the new fiscal year.

ARTICLE IX – NOMINATING COMMITTEE

A. The Board of Directors shall annually appoint a Nominating Committee to consist of three members who are not members of the Board of Directors. The names of the members of the Nominating Committee shall then be made known to the members of the Society prior to the Annual Meeting.

B. The Nominating Committee shall solicit and receive nominations from the Membership to fill elected positions. Suggestions for nominations for Officers and other members of the Board of Directors may be submitted to the Nominating Committee by any member of the Society prior to the Annual Meeting.

C. This Committee shall review and evaluate every suggested nomination, and then nominate candidates for election as Officers and Directors-at Large of the Society to succeed those whose terms of office expire at the end of the fiscal year and those who were elected by the Board of Directors as temporary replacements. The Committee report will be presented at the Annual Meeting.

D. All nominees must be members in good standing. Nominees for positions of an

Officer must have been a member for a minimum of twelve (12) months.

E. Should any member of the Nominating Committee be unable to serve, the Committee itself shall fill the vacancy.

ARTICLE X – STANDING COMMITTEES

The formation of Standing Committees shall be as follows. The President may annually appoint, with the approval of the Board of Directors, a Chairperson for each Standing Committee. The Chairperson shall select other members to serve on the Committee. In the event that no standing Committee is created, the Board shall perform the duties of the Committee. Standing Committees may include, but are not limited to, Membership, Hospitality, Program, Field Trips, Communications, Conservation, Fundraising, and Education.

ARTICLE XI – QUORUM

Ten (10) members, in attendance, shall constitute a quorum at any meeting of the membership. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board. In the event there are 6 or fewer members on the Board of Directors, four (4) members shall constitute a quorum. A quorum of the Executive Committee shall comprise three (3) Officers.

ARTICLE XII – AMENDMENTS

Changes in the Bylaws may be recommended, in writing, by the Board of Directors or by any five (5) members in good standing. Notice to the membership shall be given at the meeting prior to any regular meeting of the Society at which the changes shall be considered. Any changes will require approval by 67 percent of those members present and voting, a quorum being present.

ARTICLE XIII – COMMITMENTS

The Oklawaha Valley Audubon Society shall not enter into any commitments binding upon the National Audubon Society without written authorization by the National Society, nor shall the National Society, without written authorization by the Society, enter into any commitments binding upon the Society.

ARTICLE XIV – DISCONTINUANCE

The Oklawaha Valley Audubon Society may terminate its status as a Chapter of the National Society, and the National Society may terminate the status of the 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 XV – EXTREME CIRCUMSTANCES

In the event of extreme circumstances, such as a pandemic, armed conflict or other emergency situation that prevent the Society from holding meetings and/or operating in its normal way, the Board of Directors can: temporarily suspend and/or reschedule annual elections; temporarily suspend and/or extend the terms of elected Officers if elections are impractical; temporarily suspend relevant bylaws and/or take actions that conflict with bylaws or normal practices when such actions are judged to facilitate recovery to routine operations; reschedule or cancel events to protect financial interests of the Society; or take other steps necessary to protect the interests and welfare of the Society and its membership.

ARTICLE XVI – PARLIAMENTARY AUTHORITY

In procedural matters not covered by these By-Laws, Statutes of the State of Florida (Chapter 617: Florida Not for Profit Corporations Act) shall govern.

Revised and Adopted March 6, 2022

Audubon Membership Policy

December 9, 2001

One Audubon Membership

Audubon Membership will consist of two categories of members: National Members and Chapter Members.

For purposes of external communication, there will be one Audubon membership, which is a combination of National Members and Chapter Members. When communicating externally, we will not distinguish between our internal membership categories. When either a Chapter or National refers to Audubon membership, each may refer to our total joint membership.

For purposes of internal administration, such as allocating revenue, voting for officers and directors, renewal, servicing, financial solicitation, benefits, minimum contribution levels, and data management, the following guidelines will apply¹:

NATIONAL MEMBERS

Any person who contributes \$20 or more to the National Audubon Society is a National Member. Chapters are encouraged to recruit National members, and Audubon will continue to encourage Chapter recruitment of members. The following guidelines apply to National Members:

- National Members may vote for directors and officers of the National Audubon Society, as well as for directors and officers of their Chapter according to Chapter bylaws.
- National Members will receive Audubon Magazine.
- This policy does not impact the Membership Dues policy set by the Board of Directors.
- National Member names in Chapter territories will be shared with Chapters on a regular basis.
- Chapters may solicit Chapter Members and National Members as they deem appropriate. National Members may opt out of receiving solicitations or mailings, by notifying either National or the Chapter. National and the Chapters should forward to each other any requests by National members who wish to not receive Audubon communications.
- National Audubon Society will renew and service National Members, and determine what benefits apply to National Members.

CHAPTER MEMBERS

Chapters may develop their own “Chapter Member” program where a person who makes a minimum contribution to a Chapter is a Chapter Member. The following guidelines apply to Chapter Members:

- Each Chapter will determine the minimum contribution required for Chapter Membership.

- Chapter Members may vote for Chapter directors and officers according to Chapter by-laws.
- Chapters retain all contributions they receive made to the Chapter.
- Chapters will share Chapter Member names with National Audubon Society on a regular basis.
- Each Chapter will renew and service its Chapter Members, and determine what benefits apply to its Chapter Members.
- National Audubon Society may solicit Chapter Members by mail or telephone up to three times annually. National Audubon and Chapters will cooperate in good faith to coordinate financial solicitations to the extent possible.
- Chapter Members may opt out of receiving solicitations or mailings from National, by notifying either National or the Chapter. Chapters should forward to National any requests by Chapter members who wish to not receive Audubon communications. Chapter Members names will not be sold to outside organizations through list rentals.
- Chapter Members will not receive Audubon Magazine unless National Audubon Society elects to provide it at its own expense.
- It is important for Chapters to maintain their 501(c)(3) tax-exempt status with the IRS so they can legally accept tax-deductible contributions.

In all cases, the intent of the donor/member must be respected, and all Audubon policies should be aimed at assuring that the wishes of the donor/member are given first priority.

¹ The term “Chapter Member” refers to a member who belongs to a Chapter only while “National Member” refers to a member who belongs to both National and their local Chapter (if there is one).