

BY-LAWS OF THE APALACHEE AUDUBON SOCIETY, INCORPORATED

ARTICLE I, Objectives: The Apalachee Audubon Society (the “Society”) is established as a nonprofit corporation for the purposes of environmental education, the appreciation of wildlife and natural history, and the conservation of the environment and resources. The Society shall express the concerns of its membership in dealing with conservation and environmental issues.

ARTICLE II, Membership: Membership within the Society shall be open to and include all members of the National Audubon Society, Inc. who reside in the Florida Big Bend area (defined generally as that region of Florida located between the Apalachicola and Suwannee Rivers), plus any other members of the National Audubon Society, Inc. who desire membership in the Society. The membership year of the Society shall run from July 1 to June 30.

ARTICLE III, Powers and Duties of the Officers and Board of Directors:

Section 1: The President shall preside at the meetings of the Society and the Board of Directors and shall enforce the provisions of the Society’s Articles of Incorporation and Bylaws. The President shall decide all questions of order; act as judge in elections and declare election results; and appoint standing committees and such special committees as may be authorized by the Board of Directors or by petition of not less than 10% of the membership. The President shall act as, or be empowered to appoint another member to act as, the official Society Representative when dealing or communicating with any or all other Audubon chapters, other organizations, and the public. Finally, the President shall conduct all other business or duties of the office as prescribed by the laws of the State of Florida, the Board of Directors, and these Bylaws.

Section 2: The Vice President shall, in the President’s absence or in the event that the President is otherwise unable to perform his or her duties, preside and perform the duties of the President and such other duties as the Board of Directors or these Bylaws may prescribe. The Vice President shall also serve as President-Elect and shall assume the role of President on the earlier of the completion of his or her one-year term as Vice President, or in the event that the office of President becomes vacant during the Vice President’s term.

Section 3: The Secretary shall keep accurate records of the proceedings and general correspondence of the Society and the Board of Directors, and perform such other duties as the Board of Directors or these Bylaws may prescribe.

Section 4: The Treasurer shall receive and be custodian of all monies of the Society; keep an accurate record of all receipts and disbursements; deposit funds of the Society in such depository as the Board of Directors may designate; pay all bills of the Society as directed by the Board of Directors; prepare and file corporate and financial reports; serve as Resident Agent of the Society for purposes of service of process; present periodic financial reports to the Board of Directors and the membership; and perform such other duties as the Board of Directors or these Bylaws may prescribe.

Section 5: The Board of Directors shall have general supervision over all affairs of the Society and shall have the authority to establish rules and regulations as to Society matters not otherwise provided for in the Society's Articles of Incorporation or these Bylaws. If by reason of resignation or death, or for any other reason, a vacancy occurs on the Board or an office becomes vacant, the Board may proceed to elect, by majority vote, a Director or Officer to fill such vacancy or vacancies until such time as elections are held at the next annual membership meeting pursuant to Article V of these Bylaws. When a Director or Officer who is elected to fill a vacancy under this section has served less than a full term as of the time elections are held at the annual membership meeting, any such partial term shall be disregarded with respect to that Director's or Officer's qualifications for reelection for additional consecutive terms as set forth in Article V.

Section 6: An executive committee composed of the Officers and two Directors may be established to assume such responsibilities and perform such duties as the Board of Directors may designate.

Section 7: An advisory board composed of the standing committee chairpersons (as provided under Article IV) shall provide information and guidance to the Board regarding the Society's activities.

Section 8: Officers and Directors shall have a duty to regularly attend board meetings and to act in good faith regarding the Society's objectives and activities. Excessive absence from board meetings (defined as more than

three unexcused absences in a membership year) or failure to act responsibly may result in removal from office as provided in Article V.

ARTICLE IV, Standing Committees:

Section 1: The following Standing Committees shall be established: Membership Committee, Program Committee, Field Trip Committee, Conservation Committee, Education Committee, and Publications and Publicity Committee. The President, with the approval of the Board of Directors, shall appoint a Chairperson for each Standing Committee. Each Chairperson, with recommendations and suggestions from the Board of Directors, shall select members to serve on his or her Standing Committee. The term of office for Chairpersons shall be one year, or until such time as a successor is appointed. Standing Committees shall be composed of not less than two members.

Section 2: Membership Committee. The Membership Committee shall endeavor to bring into the Society all who are interested in the Society's objectives; notify members of general and special meetings; arrange for hospitality at all membership meetings of the Society; and perform such other duties as the Board of Directors or these Bylaws may prescribe.

Section 3: Program Committee. The Program Committee shall be responsible for scheduling guest speakers and presentations at the Society's general membership meetings. These programs should cover suitable and interesting material to further the Society's objectives.

Section 4: Field Trip Committee. The Field Trip Committee shall be responsible for planning and coordinating a minimum of six field trips during the membership year. Field trips should reflect the interests and objectives of the Society.

Section 5: Conservation Committee. The Conservation Committee shall monitor local, state, and national governmental policies and actions affecting the environment and the conservation of natural resources in the Big Bend area. The Committee shall be responsible for establishing and carrying out the Society's conservation

policy as approved by the Board of Directors. The Committee shall endeavor to coordinate the Society's conservation policy and activities with those of the National Audubon Society and Audubon of Florida.

Section 6: Education Committee. The Education Committee shall be responsible for educating the public about the Society's programs and objectives through the distribution of Audubon Adventure kits and such other programs, publications, and materials as approved by the Board of Directors.

Section 7: Publications and Publicity Committee. The Publications and Publicity Committee shall consist of a newsletter editor and a media liaison. The newsletter editor shall be responsible for creating and distributing to all members a Society newsletter or bulletin at least six times per membership year. The media liaison shall publicize membership meetings, programs, field trips, and other Society activities through the local media and businesses and shall extend invitations to local journalists to cover Society activities as appropriate.

ARTICLE V, Elections:

Section 1: A Nominating Committee consisting of a Chairperson and not more than four members of the Society shall be appointed by the President at or before the Society's March general membership meeting. Whenever possible, the immediate past President of the Society shall be appointed Chairperson of the Committee. The Committee shall present a slate of Officers and Directors to be elected for the upcoming membership year at the April general membership meeting. Nominations shall also be published in the newsletter prior to the May annual membership meeting. The Committee shall be responsible for conducting the election at the May annual membership meeting.

Section 2: When there is more than one candidate for an Officer or Director position, the election shall be by secret ballot. When there is but one candidate for an Officer or Director position, the election by ballot may be dispensed with and shall proceed by acclamation.

Section 3: A simple majority of votes cast shall constitute an election. Election results shall be published on the Society's website and in the first newsletter of the new membership year.

Section 4: Elected Officers and Directors shall take office effective July 1.

Section 5: Officers and Directors shall be elected for terms of office as follows:

- a. The President may serve a term of one year, after which time he or she may serve as an ex-officio member of the Board of Directors for a one-year term.
- b. The Vice President/President-Elect may serve a term of one year, and may then assume the office of President for a one-year term.
- c. The Secretary may serve a term of one year.
- d. The Treasurer may serve a term of one year.
- e. There shall be no less than five Directors. Each director shall serve a term of two years.
- f. Officers shall be ex-officio members of the Board of Directors with full voting rights.

Section 6: Officers may not hold more than one office simultaneously; however, Officers and Directors may serve in other capacities, such as Standing Committee Chairpersons and committee members. With the exception of the President and Vice President, Officers and Directors may serve successive terms in office.

Section 7: An Officer or Director may be removed from office for cause, as provided under Article III, Section 8, of these Bylaws, by a majority plus one vote of the remaining Board.

ARTICLE VI, Meetings:

Section 1: There shall be a minimum of five general membership meetings of the Society per membership year. The general membership meetings, which shall be open to the public, shall be on a consistent day each month from September to May; however, the President may, for good and sufficient reasons, change the date of the general membership meeting if due notice is given to members.

Section 2: The general meetings of the Board of Directors shall be on a consistent day each month from September to May; provided that the President may, for good and sufficient reasons, change the date of the general meeting on due notice to the Officers and Directors.

Section 3: Special membership meetings of the Society may be held at the call of the President or upon written request of 10 members to the Secretary, provided written notice is sent to the members at least one week in advance of the scheduled meeting.

Section 4: Special meetings of the Board of Directors may be held at the call of the President or upon written request to the Secretary of three members of the Board, including one officer, provided that reasonable effort has been made to notify all members of the Board at least one day in advance of the meeting.

ARTICLE VII, Quorum:

Section 1: A number of members equal to or exceeding three percent of the total membership as of July 1 of the previous membership year shall constitute a quorum for a meeting of the membership.

Section 2: A minimum of three directors and two officers shall constitute a quorum of the Board.

ARTICLE VIII: "Roberts Rules of Order, Revised" shall be parliamentary authority for meetings of the Society.

ARTICLE IX, Amendments:

Section 1: Amendments to the Bylaws may be recommended by the Board of Directors; by an Executive Committee established for such purpose by the Board of Directors in accordance with Article III, Section 6, of these Bylaws; or by petition of not less than 10% of the membership of the Society.

Section 2: The Bylaws may be amended at any general membership meeting of the Society by a two-thirds vote of those members present and voting, provided that notice of any proposed amendment has been given at a previous general membership meeting and in the newsletter prior to the meeting at which the voting takes place. Proposed amendments shall also be made available for review and comment on the Society's website at least 10 days prior to the meeting at which a vote will be held.

ARTICLE X: These bylaws shall be effective July 1, 2007, with revisions adopted May 23, 2019.