



Bylaws of the Audubon Naturalist Society of the Central Atlantic States, Inc.

Article I. Purpose

It shall be the purpose of the Society to promote natural history education and the protection and conservation of nature as more fully set forth in Article III of the Society's Certificate of Incorporation.

Article II. Membership

1. *Eligibility.* Any person in sympathy with its purpose and objects may become a member of the Society upon making a contribution in the corresponding class of membership established pursuant to Section 2 of this Article.
2. *Classes of members.* The Society shall be composed of such classes of members, with such corresponding contributions, as the Board of Directors shall determine.
3. *Voting Rights.* All members age 18 or older are entitled to vote.
4. *Meetings.* There shall be an annual Meeting of the members of the Society, which shall be held at such time and place as the Board of Directors shall determine. Special business meetings may be called by the Board and shall be so called upon the written petition of not less than thirty voting members of the Society. At least fifteen days' notice shall be given of all meetings. Forty members shall constitute a quorum.

Article III. Board of Directors

1. *Composition.* The Board of Directors shall consist of not less than fifteen nor more than

**BYLAWS
AND
Certification of Incorporation**

AS AMENDED TO SEPTEMBER 2004

eighteen members elected by the general membership of the society at its Annual Meeting, together with Officers designated pursuant to Article IV, who shall be members of the board of Directors for all purposes other than the election of Officers.

2. *Election and tenure.* Directors shall be elected for three-year terms, in three annual classes of five or six Directors each. No Director shall be eligible for re-election until one year after the expiration of two consecutive terms, provided that a Director elected to fill a vacancy within one year of the end of the respective term shall be eligible for re-election for two following terms.
3. *Nominations.* Elections shall be from a list of candidates submitted by a Nominating Committee and published to all voting members at least ten days in advance of the annual Meeting; but voting members may make additional nominations either by letter transmitted to the Secretary or from the floor at the Annual Meeting.
4. *Vacancies.* Vacancies occurring in the Board of Directors shall be filled for the unexpired term by election by the Board of Directors.
5. *Powers and duties.* The management of the Society shall be vested in the Board of Directors, which shall decide upon policies to be followed, control all funds and moneys, and elect all officers other than the honorary Vice Presidents, who shall be elected by the members of the Society at their annual meeting.
6. *Meetings.* Meetings of the Board of Directors shall be called by the Secretary at the direction of the President or at the written request of three members of the board. Notice of all meetings shall be given by mail to all Directors and Officers,

other than the honorary Vice Presidents, at least ten days in advance of the meeting.

7. *Quorum.* One-third of the members of the Board of Directors shall constitute a quorum.

8. *Executive Committee.* The Board of Directors shall establish an Executive Committee consisting of each of the Elective Officers of the Society and additional members of the Board of Directors, elected annually by the board of Directors at its first meeting following the Annual Meeting. The Executive Committee shall have such authority as may be delegated to it by the Board of Directors.

Article IV. Elective Officers

1. *Number and election.* The elective Officers of the Society shall be a President, a Vice President, a Treasurer, and a Secretary who shall be elected biennially by the Board of directors at its first meeting following the annual Meeting in every odd year. A vacancy in any office shall be filled for the unexpired term by election as soon as possible after it arises.

2. *Tenure.* Officers shall be elected for two-year terms. No Officer shall be eligible for election to any office under this Article until one year after the expiration of three consecutive terms, provided that an officer elected to fill a vacancy within one year of the end of the respective term shall be eligible for re-election for three following full terms.

3. *President.* The President shall be the chief elective officer of the Society. He or she shall preside at all meetings of the Society, the Board of Directors and the Executive Committee. The President shall appoint the members of all committees, except the Executive Committee, and designate their chairmen. He or she shall prepare an annual report of the activities of the Society.

4. *Vice President.* The Vice President shall fulfill the duties of the President in his absence and shall have such other responsibilities as may be established by the Board of Directors.

5. *Treasurer.* Except as provided in Article VI, the Treasurer shall supervise and be responsible for receiving all moneys, making all disbursements thereof as authorized by the Board of Directors, and keeping the books of account by the staff and shall make periodic reports to the Board of Directors. A report of the Treasurer shall be

published to the membership of the Society annually in a generally circulated publication of the Society and shall include the summary of the audit report required by Article IX.

6. *Secretary.* The Secretary shall keep minutes of all meetings of the Society and of the Board of Directors and shall perform such other duties as normally pertain to the office of Secretary.

Article V. Appointive Officers

The Board of Directors may appoint such Officers in addition to those elected under the preceding Article, as it may from time to time determine, with terms of two years and with such authority, consistent with that Article, as the Board may establish, provided that no appointive Officer shall serve more than six consecutive years. A Director elected under Article III may be an appointive Officer. Any such Officer who is not a Director so elected shall nevertheless be entitled to attend and to speak at all meetings of the Board.

Article VI. Committees

1. *Finance Committee.* There shall be a Finance Committee composed of the Treasurer and not less than two other persons well qualified in financial matters. The Committee shall be responsible for the management of all investments of the Society and may employ in behalf of the Society such investment agents or advisers as it deems appropriate.

2. *Governance Committee.* There shall be a Governance Committee composed of at least two directors. It shall be the responsibility of the Committee to recommend candidates for election at Annual Meetings and whenever vacancies may occur between Annual Meetings. Not less than two persons from the membership-at-large shall be appointed annually by the President to participate in the nominating process.

3. *Other standing committees.* The Board of Directors shall provide for such other standing committees as it deems appropriate to deal with the various basic activities of the Society.

4. *Special committees.* The Board of Directors may provide for special committees, with such responsibilities as it may specify.

5. *Statement of responsibilities.* The Board of Directors shall adopt a statement of the responsibilities for every committee that the Board of Directors may establish pursuant to this Article.

6. *Ex Officio Members.* The President and Executive Director shall be ex officio members of each committee established pursuant to Sections 3 and 4 of this Article.

Article VII. Executive Director and Staff

1. *Executive Director.* There shall be an Executive Director, who shall be designated by the Board of Directors. The Executive Director shall be the chief staff officer of the Society and shall act under the general guidance of the Board of Directors who may in turn delegate that responsibility to the President. The Executive Director shall be the head of the Society's staff and responsible for its administration, with such specific functions as the Board of Directors shall determine. The compensation and tenure of the Executive Director shall be determined by the Board of Directors.

2. *Other staff.* The Board of Directors may appoint, or provide for the appointment of, such other staff as it may deem appropriate, all upon such terms as it may determine, either specifically or generally.

Article VIII. Endowment Fund

1. *Establishment.* An Endowment Fund is hereby established, which shall consist of all funds expressly designated therefore by the donor or by the Board of Directors.

2. *Management.* The Endowment Fund shall be kept and invested under the management and control of the Finance Committee, subject to any regulations which the Board of Directors may deem it appropriate to prescribe.

3. *Use of income.* Income derived from the Endowment Fund shall be received in the general fund unless another disposition is designated upon the inclusion of the respective principal in the Fund.

4. *Accounts.* The accounts of the Endowment Funds shall be audited and published as part of the annual audit and financial statement of the Society.

Article IX. Audit

The accounts of the Society shall be audited annually by a certified public accountant designated by the Board of Directors. The audit report of the accountant shall be available at the headquarters of the Society for inspection by any member or other properly interested person, and a summary of the report in such forms as the Treasurer shall determine shall be published in a generally circulated publication of the Society.

Article X. Corporate Seal

The Society adopts as its corporate seal "Audubon Naturalist Society of the Central Atlantic States, Inc., founded 1897."

Article XI. Amendments of Bylaws

All changes in the Bylaws adopted by the Board of Directors shall be subject to ratification, amendment, or rejection by the voting members of the Society at the next Annual Meeting, or at a special meeting; provided that notice of any change in the Bylaws shall be given to the Board of Directors not less than ten days prior to the meeting at which the change is considered and adopted and that notice of any change in the Bylaws shall be published to the members not less than ten days prior to the meeting at which the change is submitted for ratification.

Certificate of Incorporation

**of the Audubon Naturalist Society
of the Central Atlantic States, Inc.**

adopted March 20, 1947
and amended January 6, 1960

We, the undersigned, all citizens of the United States and a majority citizens and residents of the District of Columbia, desiring to associate ourselves as a non-profit corporation which shall constitute an institution for educational, scientific, and other charitable purposes pursuant to the provisions of Title 29, Chapter 6, of the District of Columbia Code (1940), do hereby certify as follows:

I. The name or title by which this corporation shall be: "Audubon Naturalist Society of the Central Atlantic States, Inc."

II. The term for which it is organized shall be perpetual

III. The particular business and objects of said corporation are to engage in the following educational, scientific, and charitable pursuits:

(1) To enlarge public understanding of the scientific, educational, recreational, and esthetic values of natural areas, wildlife, and natural phenomena.

(2) To create larger public awareness of man's place in the natural world and of the importance of maintaining sound ecological relations in all biotic communities, including those altered by man's activities:

(3) To encourage conservation of all natural resources, including soil and water, wildlife, forests and other plant communities, and non-renewable resources.

(4) To establish and maintain nature centers, museums, and other educational facilities for both adults and children.

(5) To carry out or support the establishment and protection of sanctuaries, refuges, and natural areas.

(6) To engage in or promote research relating to plant and animal communities and other phases of ecology, natural history, and conservation, and to publish the results thereof.

(7) To hold meetings, lectures and exhibitions, and to develop and maintain a library, in the interest of the conservation of natural resources.

(8) To establish chapters and to encourage the organization of affiliated groups in sympathy with these aims.

(9) To publish a periodical in furtherance of the foregoing purposes.

IV. This corporation is not organized nor shall it be operated for pecuniary gain or profit, and it shall not distribute gains, profits, or dividends to the members thereof, or to any private shareholder or individual. The property, assets, and income of this corporation are irrevocably dedicated to

educational, scientific, and other charitable purposes, and no part of the property, assets, or income of this corporation shall ever inure to the benefit of any private shareholder or individual or to the benefit of any Director, Officer, or member of this corporation, other than reasonable compensation for services rendered to this corporation. In the event of the liquidation, dissolution, or abandonment of this corporation, its assets remaining after payment of or provision for all debts or liabilities of this corporation, shall be donated either to a government agency or to such nonprofit educational, scientific, or charitable corporation or corporations, fund or funds, or foundation or foundations, having similar objects and purposes as this corporation, as the Board of Directors of the corporation may designate.

V. This corporation shall be a continuation of the unincorporated association organized on May 18, 1897, under the same name.

VI. The number of its trustees, directors, or managers for the first year of its existence shall be fifteen (15).

IN TESTIMONY WHEREOF we have this 20th day of March 1947, hereunto set our hands and seals.

Edith A. Miner
Alexander Wetmore
Paul Bartsch
E. John Besson
Clarence R. Shoemaker