

BYLAWS OF THE EAGLE AUDUBON SOCIETY

Revised 2023

PREAMBLE

MISSION STATEMENT OF EAS: We strive to increase knowledge and involvement in our environment through interest in birds and bird habitat, ecosystems preservation, and habitat restoration.

ARTICLE I: MEMBERSHIP

SECTION 1. Any person interested in the purposes and objectives of EAS is eligible to apply for membership. EAS will include all people in our above-stated mission regardless of race, color, religion, sex, age, sexual orientation, gender identity and expression, disability, national or ethnic origin, political views, or veteran status.

SECTION 2. Chapter membership dues will be established by EAS.

SECTION 3. Membership dues shall be payable at the time of application for membership in EAS.

SECTION 4. Each member present shall have the right to cast one vote at the annual meeting and at any regular or special meetings of members on any motion that may be properly brought before such meeting, including the election of officers and directors.

ARTICLE II: MEETINGS

SECTION 1. Meetings and events for members shall be held on such days of such months as may be determined by vote of the Board of Directors (Board).

SECTION 2. The annual meeting of members shall be held at the regular membership meeting in March.

SECTION 3. Special meetings of members may be called by the President or pursuant to resolution of the Board, or by petition of not less than one-tenth (1/10) of all members entitled to vote.

SECTION 4. Notice of the annual meeting and regular meetings shall be provided to each member at least ten (10) days prior to the meeting by announcement at the previous membership meeting or e-mail.

SECTION 5. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called. Notice shall be provided to each member by announcement at the previous membership meeting or e-mail.

SECTION 6. Twenty-five percent (25%) of voting members in attendance shall constitute a quorum at any meeting of members at which society business is to be conducted.

ARTICLE II: BOARD OF DIRECTORS

SECTION 1. The control and conduct of the business and financial stability of EAS shall be vested in its Board. All Board members must be members of EAS. The Board shall include no fewer than four (4) elected officers and, with full voting rights, the immediate Past President and at least three (3) Directors-at-Large of EAS.

SECTION 2. Duties of Board members include taking leadership responsibility for the significant roles in EAS.

SECTION 3. The officers shall be elected for the term of two (2) years by a plurality of the voting members of EAS present in person at the annual meeting of members. Terms of office shall be staggered to ensure continuity of the Purpose of EAS.

SECTION 4. If by reason of resignation or death, or for any other reason, vacancies exist whereby the Board has not the full complement of Directors, the Board may proceed to elect a Director or Directors to fill such vacancies and the Director or Directors so elected shall serve until the next annual meeting of members.

SECTION 5. There shall be at least six (6) regular meetings of the Board in any one calendar year. The dates for the regular meetings shall be determined by the Board at its first regular meeting following the annual meeting of members.

SECTION 6. Special meetings of the Board may be called by the President or by the Secretary upon request of the majority of the Board. Notice of a special meeting may be given in person, by telephone, or acknowledged e-mail not less than three (3) days prior to the date of the meeting.

SECTION 7. A majority of the Board shall constitute a quorum at any meeting of the Board.

SECTION 8. All decisions made by the Board shall require a majority vote of the Board members present.

SECTION 9. The President or, in his/her absence, Vice President, shall act as Chair at any meeting of the Board.

SECTION 10. An Executive Committee consisting of the President, Vice President, Secretary, and Treasurer, shall meet to conduct any business of EAS that arises due to an emergency when it is not practicable to consult with the full Board. Three (3) members would make a quorum, and report any action taken to the Board at their next regular meeting.

SECTION 11. Attendance Requirements: Any member of the Board having failed, during the last twelve (12) months, to attend a majority of the regularly scheduled meetings of the Board

may be terminated from the Board by a majority vote of the Board at a regular Board meeting. Further, when a member has resigned or been terminated from the Board, the Board may fill the vacancy for the portion of the remaining term of that member.

ARTICLE III: OFFICERS

SECTION 1. The Officers of EAS shall be a President, a Vice President, a Secretary, and a Treasurer.

SECTION 2. The Officers shall be elected at the annual meeting of members. They will assume their duties on May 1. They shall hold office for two years or until their successors are elected. Term of office shall be staggered to ensure continuity to the Purpose of EAS. The incoming Board members shall attend and participate in the April Board meeting, especially to provide input on the budget for the next year, which is finalized at that time.

SECTION 3. 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 until the next annual meeting of members.

SECTION 4. When more than one candidate is nominated for an office at the annual meeting of members, the voting for that office shall be by a show of hands.

SECTION 5. The President shall direct and administer the affairs of EAS as its executive head and shall supervise all phases of its activities, subject to instructions by the Board. The President also shall be an ex-officio member of all committees. The President shall preside at all meeting of members and of the Board.

SECTION 6. The President shall serve as liaison between EAS and Audubon Florida through the Regional Conservation Committee and maintain a working relationship with the Audubon Florida regional Board member. The President shall submit an Annual Report and Annual Plan to Audubon Florida before February 1 in order to qualify for reimbursements from the National Audubon Society (NAS).

SECTION 7. The Vice President shall assist the President to carry out his/her duties and, in the absence of the President, the Vice President shall direct and administer the affairs of EAS and supervise all phases of its activities, subject to instruction from the Board, and shall preside at Board meetings.

If the Secretary is not present at a meeting where the President is presiding, the Vice president shall act as Secretary for that meeting, turning over the record to the Secretary upon his/her return. If he/she is not present, the Presiding Officer shall appoint someone to act as Secretary

SECTION 8. The Secretary shall keep a record of all proceedings of EAS and of the Board. He/she shall conduct and preserve correspondence relating to EAS and perform such other duties as the Board may direct. Copies of the Board meetings shall be sent to all Board members plus the Historian, the Camp Bayou Butterfly Habitat coordinator, and the Window in

the Woods Coordinator. Copies will be made available to other members upon request to the EAS Secretary.

SECTION 9. The Treasurer shall have custody of EAS funds. He/she shall disburse such funds as may be ordered by the Board. He/she shall report to the Board at its regular meetings or as requested. He/she shall give an annual report on the financial condition of EAS at the annual meeting of members. The Treasurer shall act as Registered Agent for EAS for the State of Florida. The Treasurer shall assist with the development of an Annual Budget as part of the annual planning process.

SECTION 10. Account Receivable drafts and checks shall be signed by the Treasurer of EAS. In case the Treasurer shall, for any reason, be unable to sign checks or drafts of EAS, the President shall do so. It shall be the duty of the Treasurer to see that signatures authorized to sign checks shall be on file with the bank holding checking account funds.

SECTION 11. The fiscal year of EAS shall be May 1 to April 30.

ARTICLE IV: NOMINATING COMMITTEE

SECTION 1. The Board shall appoint at its meeting in January a Nominating Committee to consist of no fewer than three (3) members. At least one member of the Nominating Committee shall be a member of the current Board. The names of the members of the Nominating Committee shall be made known to the members. Suggestions for nominations of Officers may be submitted to the Nominating Committee by any member of EAS.

SECTION 2. The Nominating Committee shall nominate candidates for Officers to succeed those whose terms expire at the end of the current fiscal year. The Committee's report shall be presented to the membership one month prior to the annual meeting in May.

SECTION 3. Nothing contained herein shall be construed to prevent the nominating of Officers from the floor at the annual meeting with the nominee's prior approval.

ARTICLE V: OTHER COMMITTEES

SECTION 1. The President, with the approval of the Board, may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment to be done.

SECTION 2. The President, with the approval of the Board, shall appoint chairs of Standing Committees, who, in turn, may select their own committee members with recommendations and suggestions from the Board. Terms of office shall be for one year, or until their successors are appointed.

SECTION 3. The Standing Committees may be as follows and may include such other committees as may be constituted by the Board to carry out the functions of EAS.

MEMBERSHIP COMMITTEE: The Membership Committee shall keep EAS's membership records and shall conduct membership campaigns to enroll new members. It shall endeavor to retain those members who have become delinquent in the payment of their dues. It shall maintain close contact with the Membership Department of the NAS.

PROGRAM COMMITTEE: The Program Committee shall make all plans and arrangements for any regular meetings, except for matters relating to EAS business that may be transacted at such meetings. The Committee shall make arrangements for lectures, discussions, and such other events as may promote interest in the purposes and objectives of EAS, such as conservation, ecology, bird knowledge, and history.

CONSERVATION COMMITTEE: The Conservation Committee shall keep informed on local, state, and national governmental policies and actions affecting the natural environment and conservation of natural resources. It shall draft and recommend EAS's conservation policy to the Board. It shall carry out the conservation policy as approved by the Board and endeavor to coordinate the actions of EAS with the policy and activities of Audubon Florida and the NAS, insofar as conservation measures and policies of state and national scope are concerned. The Conservation Committee will coordinate conservation work in the field as approved by the Board.

FIELD TRIP COMMITTEE: The Field Trip Committee shall plan, organize, and arrange for the proper conduct of field trips that may be participated in by members of EAS and others interested in the purposes and objectives of EAS.

PUBLICITY COMMITTEE: The Publicity Committee shall publicize, through newspapers, radio, TV, social media, and other media, the purposes, objectives, and programs of EAS.

COMMUNICATIONS COMMITTEE: The Board shall appoint an Editor or Co-Editors, whose duty will be to disseminate information about the purposes, objectives, and activities of EAS. The Communications Committee shall be responsible for the Newsletters, Brochure, website, Facebook page, and e-mails regarding meetings and other events.

EDUCATION COMMITTEE: The Education Committee shall maintain contact with the Educational Services Division of the NAS. It should encourage schools and colleges within the EAS area to conduct courses in, or otherwise stress, natural history, ecology, and conservation. The Committee shall cooperate in furthering the educational objectives of Audubon Florida and the NAS. It shall, through other means, inform and educate the public about the natural environment.

HISTORIAN COMMITTEE: The Historian Committee shall be responsible for maintaining records of the activities of EAS. It shall attempt to facilitate the digitization, online archiving of, and online access to the historical records of EAS.

HOSPITALITY COMMITTEE: The Hospitality Committee shall welcome members at the general meetings and organize refreshments.

ARTICLE VI: COMMITMENTS

EAS shall not enter into any commitments binding upon Audubon Florida or the NAS without written authorization by the NAS, nor shall the NAS, without written authorization by EAS, enter into any commitments binding upon EAS.

ARTICLE VII: DISCONTINUANCE

EAS may terminate its status as a Chapter of NAS upon six (6) months’ notice in writing to NAS, and NAS may terminate the status of EAS as a Chapter of NAS upon six (6) months’ notice, in writing to EAS. In the event of such notice of termination by either EAS or NAS, the allocation of dues by NAS to EAS shall cease upon expiration of the six (6) month period.

ARTICLE VIII: AMENDMENTS

These Bylaws may be amended by a majority vote of members present in person at any regular or special meetings of members duly called, provided notice of the proposed amendment has been given at a prior meeting.

ARTICLE IX: PARLIAMENTARY AUTHORITY

In procedural matters not covered by these Bylaws, Roberts Rules of Order shall govern.

ARTICLE X: CONSTRUCTION

These Bylaws shall be constructed under the Laws of the State of Florida.

Dated: _____, 2023

Julia Stocksdale, President

Joanne Finney, Secretary