

DRAFT 7

BY-LAWS OF THE DUNES-CALUMET AUDUBON SOCIETY

(AS AMENDED ____ 2018)

ARTICLE I: NAME

The name of this organization shall be the Dunes-Calumet Audubon Society.

ARTICLE II: PURPOSE

Section 1. The purpose and objectives of this Society 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 Society shall function as a Chapter for Lake and Porter Counties in Indiana.

Section 2. A Chapter of the National Audubon Society is an organization that enables Audubon members and others to meet and share an appreciation of their common interests, creating a culture of conservation in their community through education and advocacy focusing on the conservation and restoration of birds, other wildlife, and their habitats.

Section 3. This Society is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits, and net income of this Society are irrevocably dedicated to charitable purposes and no part of the property, assets, or net income of this Society shall ever become accustomed to the benefit of any director, officer, or member thereof or to the benefit of a private shareholder or individual.

Section 4. No substantial part of this Society's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Society participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Section 5. The Society shall not carry on any other activity not permitted by an organization exempted from federal income tax under 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue code.

ARTICLE III: MEMBERSHIP

Section 1. Any person interested in the purposes of the Society is eligible for membership subject to the conditions listed in the following sections:

Section 2. Members of the National Audubon Society who live in the areas of Lake and Porter Counties in Indiana shall enjoy all rights and privileges of membership in the Dunes-Calumet Audubon Society.

Section 3. Persons may also join Dunes-Calumet Audubon Society directly, without joining the National Audubon Society. These persons shall be referred to as Chapter-Only Members. Dues for these members shall be established and are subject to change by the Dunes-Calumet Audubon Society Board of Directors. These Chapter-Only Members shall enjoy all rights and privileges of membership in the Dunes-Calumet Audubon Society, but not those of the National Audubon Society.

Section 4. Membership dues for Chapter-Only Members shall be payable at the time of application and shall be effective for one year from the date of entry.

Section 5. Should renewal of membership dues not be paid within six months after the time they are payable, a member so in default shall forthwith be dropped from the Society.

Section 6. The list of National Audubon Society members is owned by National Audubon Society and may not be given, rented, leased, or exchanged without the consent of National Audubon Society. The list of Chapter-Only members is owned by the Dunes-Calumet Audubon Society and shall not be given, rented, leased, or exchanged to other organizations or individuals to protect the privacy rights of the Society's members.

ARTICLE IV: MEETINGS

Section 1. Regular board meetings of the Society shall be set by the Board of Directors and published to the membership at least 15 days in advance. The board shall meet a minimum of 6 times during the year.

Section 2. The Annual Meeting of the Society shall be held in August on the date set by the Board of Directors and published to the membership at least 15 days in advance.

Section 3. Programs and other meetings of the Society shall be held on dates set by the Board of Directors and published to the membership.

Section 4. A quorum shall constitute 15 members in good standing for the transaction of business at any duly called membership meetings.

Section 5. All programs, membership meetings, and board meetings shall be open to all members.

Section 6. Special membership meetings may be called by the President, or pursuant to a resolution of the Board. At least ten days written notice of such special meetings, stating objectives therefore, shall be given to each member.

Section 7. Special meetings of the Board may be called by the President or upon the request of a majority of the Board.

ARTICLE V: BOARD OF DIRECTORS

Section 1. The control and conduct of business of the Society shall be vested in its Board of Directors, which shall consist of President, Vice-President, Secretary and Treasurer and not less than three or more than six directors. The Board shall determine the policies of the Society. The officers and directors shall be elected by the members for staggered terms of two years, or until their successors are elected.

Section 2. No one individual shall serve for more than three consecutive terms as a member of the Board. Terms shall terminate at the Annual Meeting, two years following the Annual Meeting of their election.

Section 3. A majority of the Board shall constitute a quorum at any meeting.

ARTICLE VI: OFFICERS & DIRECTORS

Section 1. The elected officers of the Dunes-Calumet Audubon Society shall be a President, a Vice President, Secretary and Treasurer. The officers of the Society shall be elected at the Annual Meeting for a term of two years, or until their successors are elected. Terms shall terminate at the Annual Meeting, two years following the Annual Meeting of their election.

Section 2. The terms of office for officers and directors shall be two years, or until their successors are elected. An officer may not serve consecutively for more than three full terms unless that officer has filled a vacancy, in which case that officer may serve consecutively for an additional two terms.

Section 3. A vacancy in the office of the President or in any other Board of Directors position shall be filled by the majority vote of the Board of Directors. In the case of a vacancy in the office of the President, the vice-president shall serve as Acting President until the Board of Directors has filled the vacancy.

Section 4. The President shall be President of the Society, Chairperson of the Board of Directors and an ex officio member of all committees (except for the Nominating Committee) and shall perform all other duties associated with the office of the President.

Section 5. The Vice President shall assist the President in the carrying out of his or her duties and shall preside at all meetings in the absence of the President.

Section 6. The Secretary shall keep a record of all proceedings of the Board and the Society.

Section 7. The Treasurer shall have custody of the Society's funds. The Treasurer shall disburse the funds as may be ordered by the Board, and shall report to the Board of Directors at their regular meetings, or as requested. The Treasurer shall prepare an annual report on the financial condition of the Society, to be reviewed by the Board of Directors, for distribution to the members at the Annual Meeting. The fiscal year for the Dunes-Calumet Audubon Society shall be from July 1 through June 30.

Section 8. The Treasurer shall sign all checks for the Society. The President and Vice-President shall be authorized to sign checks. Only the Treasurer and President shall have a bank card.

ARTICLE VII: NOMINATING COMMITTEE

Section 1. The Board of Directors shall appoint, prior to the Annual Meeting a Nominating Committee to consist of not fewer than three members who are not up for election that year. The names of the members of the Nominating Committee shall be made known to the entire membership of the Society. Any member of the Society may submit suggestions for nominations for officers and Directors to the Committee. The President cannot serve on the Nominating Committee.

Section 2. The Nominating Committee shall nominate candidates for officers and Directors to succeed those whose terms have expired. The Committee's report shall be presented to the Board of Directors at a regular meeting of the Board at least two months prior to the election at the Annual Meeting.

Section 3. Nothing herein contained shall prevent nominations of officers and directors from the floor at the time of the meeting at which elections are to be held.

ARTICLE VIII: ELECTIONS

Section 1. The election of officers and directors shall take place by a vote at the Annual Meeting of the membership held in August.

Section 2. A list of nominations for offices and the election date and time shall be provided to the entire membership at least 15 days in advance of the Annual Meeting. The same information shall be placed on the Society's website at least 15 days prior to the Society's Annual Meeting.

Section 3. If there is more than one candidate for any office, the election to such office shall be by secret ballot and the person with the majority vote of the ballots shall be elected. The officers will be installed and take office at the Annual Meeting. A tie vote shall result in a subsequent secret ballot until a majority vote occurs.

Section 4. The Nominating Committee shall be in charge of running elections and counting ballots.

Section 5. A member may be nominated for more than one position, but can hold only one office. Prior to the election, that member has to declare for which position they will run, and can only run for one office.

ARTICLE IX: COMMITTEES

Section 1. The President, with the approval of the Board of Director, shall appoint chairpersons of Standing Committees who, in turn may select their own committee members with recommendations and suggestions from the Board. Terms of the committee shall be for one year or until their successors are appointed. Standing Committees shall be composed of not fewer than three members.

Section 2. The President, with the approval of the Board of Directors, may appoint Special or Task Force Committees.

Section 3. Standing Committees of the Society may be as follows, and other such Committees may become necessary to carry out the functions of the Society.

Finance Committee

The Treasurer shall be the Finance Committee Chair. It shall be the duty of this committee to plan the annual budget of the Society, assist the Treasurer in the preparation of financial reports, and to make recommendations and carry out plans for obtaining financial support for the Society.

Membership Committee

Section 1. The Membership chair and committee shall cooperate with the Membership Department of the National Audubon Society by such measures as obtaining lists of names and addresses of potential members residing within the allotted territory of this Society. It shall also be the duty of this committee to conduct membership campaigns and to attempt to obtain the continuing membership of those who have become delinquent in the payment of their dues.

Section 2. The Membership Chair shall maintain the membership list, which is the property of the Board of Directors, and include verification of good standing for the purposes of quorum and voting.

Program Committee

The Program Chair and committee shall make all plans and arrangements for programs for the regular meetings of the Society, and it shall promote interest and appreciation through field trips, lectures, discussions, exhibits, and meetings.

Public Relations Committee

The Public Relations Chair and committee shall publicize, through the website, social media, newspaper, radio, TV and other publicity as needed, the purposes and programs of the Society.

Conservation Committee

The Conservation Chair and committee shall keep informed on local, state, regional and national governmental policies and actions affecting the conservation of natural resources. The committee shall advise the Board of Directors to carry out the policies of the Society. The committee shall seek ways to empower citizens with the knowledge and means to be effective environmental advocates in order to bring about a culture of conservation. It shall be the duty of this Committee to endeavor to coordinate its actions with the policies and activities of the National Audubon Society insofar as conservation measures and policies of national scope are concerned.

Education Committee

The Education Chair and committee shall further the Educational Services of the National Audubon Society; to encourage the schools and colleges of the community to conduct courses in or otherwise stress natural history, ecology and conservation; to conduct lectures and/or workshops in natural science for members and friends, to encourage schools or youth groups to use the Audubon study Programs and other Audubon Aids in Natural Science, and through other means to inform and educate the public about the natural environment.

ARTICLE X: COMMITMENTS

Neither the Dunes-Audubon Society, nor National Audubon Society shall enter into any commitment binding on the other without written authorization to do so.

ARTICLE XI: CONFLICT OF INTEREST AND DISCLOSURE

Section 1. The purpose of the conflict of interest policy is to protect the Dunes-Calumet Audubon Society interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director or committee member of the Society or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws

governing conflict of interest applicable to nonprofit and charitable organizations. (Appendix A for Conflict of Interest policy.)

Section 2. Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign the Annual Disclosure Questionnaire and submit it to the Board of Directors. (Appendix B for Annual Disclosure Questionnaire.)

ARTICLE XII: REMOVAL AND RESIGNATION OF OFFICERS AND BOARD MEMBERS

Section 1. An Officer or Board member may make a petition for removal of another officer or director. Such petition shall include a listing of offences and the supporting signatures of at least one other Board member. A Special Meeting shall be set within 30 days from the date of the petition at which the member may respond to the offences. A vote for dismissal requires two-thirds of the Board of Directors.

Section 2. An officer may resign at any time by delivering a written resignation to the President or the Secretary.

ARTICLE XII: DISCONTINUANCE

Section 1. Upon dissolution, or upon abandonment, the assets of this Society remaining after payment of or provision for all debts and liabilities of this Society shall be donated to the National Audubon Society, Inc. or its successor or to such similar objectives and purposes as this Society. The Board of Directors may designate, subject to the order of a Court as provided by law; provided that none of such assets shall be donated to an organization other than one organized and operated exclusively for charitable purposes as presently set forth in Section 501(c)(3) of the Internal Revenue Code.

Section 2. This Society reserves the right to terminate its Chapter status with a six-month 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 NAS to terminate the Chapter relationship via a six-month notice, given by it to this Chapter in which case the members of this Chapter shall continue as members thereof for the balance of the term for which dues have been paid.

ARTICLE XII: PARLIAMENTARY AUTHORITY

In matters not covered by these By-laws, the current edition of Robert's Rules of Order shall govern.

ARTICLE XIII: AMMENDMENTS

These articles and by-laws may be amended by a majority vote of members of the board of directors at any regular meeting or at any special meeting, provided that notice of amendments shall have been published to the membership at least 15 days in advance of the meeting.