

# ***BY-LAWS OF THE DUNES-CALUMET AUDUBON SOCIETY***

(AS AMENDED June 20, 2019, January 25, 2022)

*These Bylaws replace and supersede any previous Bylaws of this Society.*

## **ARTICLE I: NAME**

The name of this organization shall be the Dunes-Calumet Audubon Society, hereafter, referred to as DCAS.

## **ARTICLE II: PURPOSE**

Section 1. The purpose and objectives of DCAS 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 and governed by the Chapter Policy of the National Audubon Society, hereafter referred to as NAS, of which DCAS shall function as a Chapter for Lake and Porter Counties in Indiana.

Section 2. A Chapter of NAS 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. DCAS 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. Members of NAS who live in the areas of Lake and Porter Counties in Indiana, or designate to NAS their desire to be a member of DCAS, shall enjoy all rights and privileges of membership DCAS.

Section 2. Persons may also join DCAS directly, without joining NAS. These persons shall be referred to as Chapter-Only Members. Dues for these members shall be established and are subject to change by the DCAS Board of Directors. These Chapter-Only Members shall enjoy all rights and privileges of membership in the DCAS, but not those of NAS.

Section 3. 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 4. Should renewal of Chapter-Only membership dues not be paid within two months after the time they are payable, a member so in default shall forthwith be dropped from DCAS.

Section 5. The list of NAS members is owned by NAS and may not be given, rented, leased, or exchanged without the consent of NAS. The list of Chapter-Only members is owned by DCAS and shall not be given, rented, leased, or exchanged to other organizations or individuals without the consent of DCAS Board of Directors.

## **ARTICLE IV: MEETINGS**

Section 1. The Annual Membership Meeting of DCAS shall be held on the date set by the Board of Directors and published to the membership at least 15 days in advance.

Section 2. Programs and other meetings of DCAS shall be held on dates set by the Board of Directors and published to the membership.

Section 3. Members in good standing present shall constitute a quorum for the transaction of business at any duly called membership meetings.

Section 4. Special membership meetings may be called by the President, or the Board of Directors. The call for a special meeting shall specify the purpose of the meeting and be published to the membership at least 15 days in advance.

Section 5. At the discretion of the Board of Directors, any vote of the membership may be conducted by mail or electronically or at the meeting of the membership.

## **ARTICLE V: BOARD OF DIRECTORS**

Section 1. The control and conduct of business of DCAS shall be vested in a board of not less than three (3) or not more than six (6) elected directors who are at least eighteen (18) years of age. Members of the board shall be elected by the membership for staggered terms of three (3) years. No one individual shall serve for more than two (2) consecutive terms as a member of the Board. (See Article IX, Section 5 for terms starting after adoption of these amended Bylaws.)

Section 2. Regular board meetings of DCAS 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 four (4) times during the year.

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

Section 4. A vacancy in any officer or director position shall be filled by the majority vote of the Board of Directors until the next annual election.

## **ARTICLE VI: OFFICERS**

Section 1. The Executive Committee shall consist of President, Vice President, Secretary, and Treasurer. Officers shall be elected by the membership for staggered terms of two (2) years. No one individual shall serve for more than three (3) consecutive terms.

Section 2. The President shall be the chair of and preside at all meetings of the Board of Directors. The President shall be an ex-officio member of all committees (except for the Nominating Committee). The duties shall include oversight of the affairs of DCAS subject to direction from the Board of Directors.

Section 3. The Vice President shall assist the President and shall preside at all meetings in the absence of the President.

Section 4. The Secretary shall keep a record of all proceedings of the Board of Directors and DCAS.

Section 5. The Treasurer shall have custody of DCAS funds. The Treasurer shall disburse the funds as may be ordered by the Board, complete timely reports to the IRS, and shall present a financial report to the board at their regular meetings. The Treasurer shall prepare an annual report on the financial condition of DCAS, to be reviewed by the Board of Directors, for distribution to the members at the Annual Meeting.

## **ARTICLE VII: FINANCIAL RECORDS**

Section 1. The fiscal year for DCAS shall be from July 1 through June 30.

Section 2. Annually, the Board of Directors shall select an accounting firm or a two (2) member Auditing Committee, neither member of which is an officer of the Board, to examine the financial records of DCAS and report their findings to the full Board of Directors.

## **ARTICLE VIII: COMMITTEES AND COORDINATORS**

Section 1. The President, with the approval of the Board of Directors, shall appoint the Chairs of Standing Committees and Coordinators.

Section 2. The list of Standing Committees and Coordinators and their responsibilities shall be described in the Standing Rules.

Section 3. The President, with the approval of the Board of Directors, may appoint Special or Task Force Committees or Coordinators.

## **ARTICLE IX: 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 membership of DCAS. The Chapter membership shall be given an opportunity to seek appointment to the Nominating Committee.

Section 2. The Nominating Committee shall seek candidates for Officers and Directors to succeed those whose terms have expired or have been appointed since the last election. There may be more than one (1) candidate for any position, but a candidate may only be nominated for one (1) position. The slate of candidates shall be presented to the Board of Directors for approval at least one (1) month prior to the Annual Membership Meeting. The approved slate will be published to the membership not less than 15 days prior to the meeting.

Section 3. Voting at the Annual Membership Meeting shall be by secret ballot by members in good standing and at least 18 years of age. Early and electronic voting shall be determined by the discretion of the Board of Directors.

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

Section 5. In the first election following the adoption of these amended Bylaws, all positions for Officers and Board Members shall be open for election with the following conditions: Officers will include two (2) positions for a one (1) year term and two (2) positions for a two (2) year term; Board of Directors will include one third (1/3) of the positions for a one (1) year term, one third (1/3) of the positions for a two (2) year term, and one third (1/3) of the positions for a three (3) year term.

## **ARTICLE X: REMOVAL AND RESIGNATION OF OFFICERS AND BOARD MEMBERS**

Section 1. An Officer or Board member may make a motion for removal of another Officer or Board member from their position when that person has exhibited conduct tending to injure the good name of DCAS, disturb its well-being, and hamper its work. A vote for dismissal requires two-thirds (2/3) affirmative vote by the Board of Directors.

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

## **ARTICLE XI: 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 NAS or a subsidiary of it.

Section 2. This Society reserves the right to terminate its Chapter status with sixty (60) day notice, given in writing to the NAS, in which case all allocation of dues by the NAS to DCAS will cease on expiration of the sixty (60) day period. DCAS recognizes the right of NAS to terminate the Chapter relationship on sixty (60) day notice, given by it to this Chapter in which case the NAS members of this Chapter shall continue as members of NAS for the balance of the term for which dues have been paid.

## **ARTICLE XII: AMENDMENTS**

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by a majority affirmative vote by the Officers and Board of Directors at any regular meeting or at any special meeting of the Board of Directors. Notice of proposed changes shall have been published to the membership at least fifteen (15) days in advance of that meeting.

## **ARTICLE XIII: PARLIAMENTARY AUTHORITY**

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

