

ARTICLE VIII: Educational Scholarships

Section 1. A committee consisting of the President, the Education Chairperson, and a member appointed by the President shall annually select the Scholarship recipients for the year.

ARTICLE IX: Commitments

Section 1. This SOCIETY shall not enter into any commitments binding upon the NATIONAL SOCIETY without written authorization by the NATIONAL SOCIETY, nor shall the NATIONAL SOCIETY, without written authorization by this SOCIETY, enter into any commitments binding upon this SOCIETY.

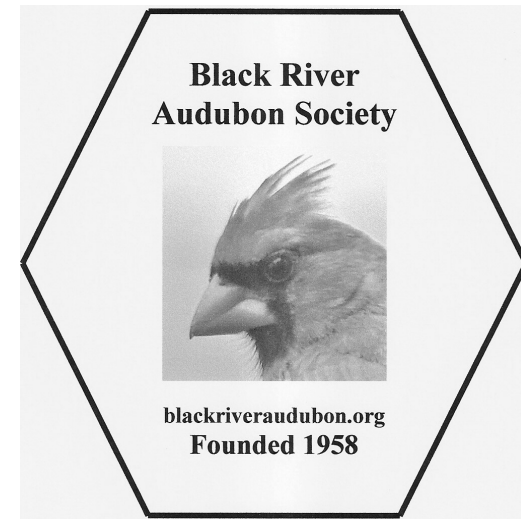
ARTICLE X: Discontinuance

Section 1. This SOCIETY may terminate its status as a Chapter of the NATIONAL SOCIETY upon sixty (60) days notice in writing to the NATIONAL SOCIETY. The NATIONAL SOCIETY may terminate the status of this SOCIETY as a Chapter of the NATIONAL SOCIETY upon sixty (60) days notice, in writing, to this SOCIETY.

ARTICLE XI: Amendments

Section 1. The Constitution and Bylaws of this SOCIETY may be amended by a two-thirds vote of the members present at any regular meeting, provided notice of such amendments are mailed to each member at least fifteen (15) days prior to the meeting.

BLACK RIVER AUDUBON SOCIETY



CONSTITUTION

Article I: Name

This organization shall be known as the Black River Audubon Society (hereinafter called the SOCIETY).

Article II: Purpose

Section 1. The purpose and objectives of this SOCIETY shall be to engage exclusively in any such educational, scientific, literary, historical, and charitable pursuits as are set forth in its Certificate of Incorporation, if any, and/or are the purposes and objectives of the National Audubon Society, Inc., (hereinafter called NATIONAL SOCIETY), of which this SOCIETY shall function as a Chapter, and said purposes and objectives shall conform to the provisions of Section 501(c)(3) of the Internal Revenue Code. Some of these general purposes are:

To arouse through education, public recognition of the value of and need for protecting wild birds and other animals, plants, soil, and water, as well as the interde-

pendence of these several natural resources.

- To study and conduct research with relation to the scientific facts, knowledge of which is essential to the formation of sound policies in the field of conservation.
- To foster recognition of the need for the preservation of such environmental conditions as ample food, water, and cover, on the maintenance of which animals and plants depend for survival.
- To foster the preservation of an adequate stock of native animals and plants, so that no species may become threatened with extinction.
- To promote the protection and preservation of natural resources, including the encouragement, establishment, and maintenance of natural sanctuaries.
- To publish and distribute documents as a means of disseminating information about the subjects mentioned above or related matters.
- To hold meetings, lectures, and exhibitions, and to develop and maintain a library in the interest of the conservation of natural resources.
- To establish and maintain such educational projects as nature trails, exhibits, tours, and camps.
- To encourage the organization of branches and other affiliated groups in sympathy with these stated aims.
- To cooperate, as occasion prompts, with national and state conservation agencies, and with private associations devoted to the interests of conservation and to education in the field of natural resources.
- To further, by all wise and opportune means, the objects included within or related to those listed in the ten foregoing purposes.

Section 2: 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, and net income of this SOCIETY are irrevocably dedicated to charitable purposes, and no part of the property, assets, profits, or net income of this SOCIETY shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private shareholder or individual. Upon the dissolution, or upon abandonment, the assets of this SOCIETY remaining after pay-

TIONAL SOCIETY. He or she shall keep the SOCIETY's membership records, conduct membership campaigns to enroll new members, and endeavor to retain those members delinquent in the payment of dues. To welcome guests and new members at social functions, he or she should coordinate with the Social Chairperson.

Section 3: The Program Committee Chairperson shall make all plans and arrangements for the regular meeting, except for matters relating to SOCIETY business that may be transacted at such meetings. The Program Committee Chairperson shall make arrangements for lectures, discussions, and such other events as may promote interest in and appreciation of the mission of the SOCIETY.

Section 4: The Conservation Committee Chairperson shall keep informed on local, state, and national government policies and actions affecting the natural environment and conservation of natural resources. He or she shall carry out the conservation policy and projects approved by the Board.

Section 5: The Field Trip Committee Chairperson shall plan, organize, and arrange for the proper conduct of field trips.

Section 6: It shall be the duty of the Social Committee Chairperson to welcome guests and new members at functions of the SOCIETY, and plan and conduct the social aspects of the functions, including refreshments.

Section 7: It shall be the duty of the Publicity Committee Chairperson to publicize through "Wing Tips", Chapter web-site, newspaper, radio, and other publicity media, the purposes, activities, and programs of the SOCIETY.

Section 8: It shall be the duty of the Education Committee Chairperson to plan and carry out educational projects concerning bird and nature study in cooperation with the schools and other organizations in the Black River Audubon Society area, including programs such as talks, demonstrations, and exhibits. The Education Committee Chairperson shall also be responsible for publicizing the Black River Audubon Scholarships.

Section 6. It shall be the duty of each officer and standing committee chairperson to establish and maintain a portfolio or file to aid the succeeding officer or chairperson.

ARTICLE V: Auditing Committee

Section 1. The Board of Directors shall appoint annually, an Audit Committee, consisting of one member of the Board and two members of the SOCIETY. The Audit Committee shall report at the September meeting upon the scope, character, and accuracy of the Treasurer's records for the financial year ending June 30.

ARTICLE VI: Nominating Committee

Section 1. The Board of Directors shall annually elect, prior to the SOCIETY's April meeting, a nominating committee to consist of three (3) non-Board members of the SOCIETY. The names of Nominating-Committee members shall be announced at the SOCIETY's April meeting.

Section 2. The Nominating Committee shall nominate candidates for membership on the Board of Directors and announce them at the Annual (May) meeting of the SOCIETY. Additional nominations may be made from the floor.

Section 3. This Committee shall:

1. Inform prospective candidates as to their responsibilities, including that the officers and standing committee chairpersons are elected or appointed from the Board.

Endeavor to obtain a good cross section of the membership.

ARTICLE VII: Standing Committees

Section 1. The President shall annually appoint members as Chairpersons of the following committees: Membership, Program, Conservation, Field Trips, Education, Social, and Publicity. Upon request of the Chairperson of a committee, the President shall appoint additional committee members.

Section 2. The Membership Committee Chairperson shall maintain close contact with the Membership Department of the NA-

ment of, or provision for, all debts and liabilities of this society, shall be donated to NATIONAL SOCIETY or its successor or, if unwilling or unable to accept this donation, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objects and purposes as this SOCIETY, as the Board of Directors of the SOCIETY may designate, subject to the order of a Court as provided by law; provided that none of such assets shall be donated to any organization other than one organized and operated exclusively for one or more of the purposes presently set forth in section 501 (c) (3) of the Internal Revenue Code.

BY-LAWS

ARTICLE I: Membership

Section 1. Any person interested in the mission of this SOCIETY is eligible to apply for membership.

Section 2. The Board of Directors shall determine membership classes and dues conforming to National Society specifications. Alternatively, Chapter membership, without rights and privileges of the National Society, can be obtained by payment of local dues.

Section 3. Membership dues are payable at the time of application.

Section 4. A member in default of dues for six months shall be dropped from the membership rolls.

ARTICLE II: Meetings

Section 1. The Board of Directors shall schedule the regular meetings of members. No fewer than five meetings shall be scheduled annually.

ARTICLE III: Board of Directors

Section 1. The control and conduct of the property, policies and business of the SOCIETY shall be vested in the Board of Direc-

tors, all of whom shall be members in good standing.

Section 2 The Board of Directors shall consist of twelve (12) members, four of whom shall be elected each year by a majority of the members present at the Annual (May) meeting of the SOCIETY. The term of office of each member shall commence at the conclusion of the May meeting and shall be for three (3) years. No Director shall serve more than two (2) consecutive three (3) year terms.

Section 3 The Board of Directors shall elect a member to fill a vacancy on the Board until the next regular election, when the membership shall elect a member to fill the unexpired term. If a Director is absent from three (3) consecutive meetings of the Board without excuse, the office shall be deemed vacant.

Section 4 The Board of Directors shall meet five (5) or more times a year. Written notice of these meetings shall be sent to each member of the Board. Half of the current members shall constitute a quorum for the transaction of business at any Directors meeting. A member unable to attend a Board meeting may grant in writing his or her proxy to another member.

Section 5 The President may call Special meetings of the Board. Alternatively, upon request of a majority of the Board, the Secretary may call Special meetings of the Board. Written notice of Special meetings must be given to each Board member at least three (3) days prior to the meeting.

ARTICLE IV: Officers

Section 1 The officers of the SOCIETY shall be President, First Vice President, Second Vice President, Secretary, and Treasurer. They shall be chosen by the Board of Directors from its membership after the May Meeting of the SOCIETY and prior to June 1 of each year, and shall hold office for one year or until their successors are elected. The First Vice President shall become President if the office of President is vacated. The Board of Directors shall fill any other vacancy among the officers.

Section 2 Whenever possible, the President shall preside at all meetings of the Board of Directors and at all meetings of the SOCIETY. He or she shall direct and administer the affairs of the SOCIETY as its executive head, and shall supervise all phases of its work, subject to the instructions and approval of the Board. He or she shall appoint all committees. The President shall be a member ex-officio of all committees other than the Auditing and Nominating Committees. The President shall prepare the annual report for submission to the National Society.

Section 3 The Vice Presidents shall assist the President in his or her duties. In the absence of the President, the First Vice President, and in his or her absence the Second Vice President, shall perform the duties of President.

Section 4 The Secretary shall:

- Keep a record of all the proceedings of the SOCIETY and Board of Directors.
- Report the proceedings of the Board of Directors to the SOCIETY.
- Attend to the correspondence of the SOCIETY.
- Publish a list of officers and committee chairpersons, including addresses and telephone numbers, for the members.

Section 5 The Treasurer shall have the custody of the SOCIETY'S funds and securities and shall deposit them in the name of the SOCIETY in such depositories as may be designated by the Board of Directors. The Treasurer shall disperse the funds of the SOCIETY as ordered by the Board. Whenever directed by the Board of Directors, the Treasurer shall render an account of the financial condition of the SOCIETY and of all of his or her financial transactions. Ordinarily the Treasurer shall sign checks and drafts of the SOCIETY. In case he or she is unable to sign, the President shall sign. The Treasurer shall submit a report of the financial condition of the SOCIETY at each regular meeting. With the approval of the Board of Directors, the Treasurer may appoint a member of the SOCIETY to aid in the administration of the Trust Funds of the SOCIETY.