

BYLAWS

ARTICLE I: MEMBERSHIP

SECTION 1. Any person interested in the purposes and objectives of this SOCIETY is eligible to apply for membership.

SECTION 2. Any member of this SOCIETY may be a member of the NATIONAL SOCIETY.

SECTION 3. National and state membership dues are established by the NATIONAL SOCIETY. Chapter membership dues shall be established by this SOCIETY.

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

ARTICLE II: MEETINGS

SECTION 1. Meetings and events for members will be held on such day of such months as may be determined by vote of the Board of Directors.

SECTION 2. The annual meeting of members shall be held on such date in March, beginning in 2010, and each year thereafter, as may be determined by vote of the Board of Directors.

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 ten percent of all members entitled to vote.

SECTION 4. Notice of the annual meeting and regular meetings shall be provided to each member with an email address, by email at least ten days prior to the meeting.

SECTION 5. Any meeting, notice, vote, or other communication can be in the form (in person or as current technology may allow) as directed by the Board of the SOCIETY.

SECTION 6. Notice of a special meeting of members shall state the purpose(s) for which the meeting is called.

SECTION 7. Ten voting members will constitute a quorum at any meeting of members at which SOCIETY business is to be conducted.

ARTICLE III: BOARD OF DIRECTORS

SECTION 1. The control and conduct of the business and financial stability of the SOCIETY is vested in its Board of Directors. All Board members must be members of the SOCIETY. The Board shall include not less than four elected directors.

SECTION 2. Duties of Board members include taking leadership responsibility for a significant role (committee chair, event chair, etc.) in the SOCIETY.

SECTION 3. The Directors shall be elected for the term of two years, by a plurality of the voting members of the SOCIETY present at the annual meeting of members. Terms of office shall be staggered to insure continuity of the Purpose of the Society. Such staggering will be accomplished by the President of the Society by assigning new directors' first elected term as a one year or two year term.

SECTION 4. The Board may add Directors as they feel necessary to accomplish the goals of the society. Directors added between annual meetings will stand for election at the annual meeting following their joining the Board.

SECTION 5. There shall be at least four regular meetings of the Board of Directors in any one calendar year. The dates for the regular meetings will be determined by the Board.

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 days prior to the date of the meeting or, if by mail, not less than five days prior to the date of the meeting.

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

SECTION 8. All decisions made by the Board 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, will meet to conduct any business of the SOCIETY that arises due to an emergency when it is not practicable to consult with the full Board of Directors. Three members would comprise a quorum, and report any action taken to the Board at their next regular meeting.

SECTION 11. Attendance Requirements: Any member of the Board of Directors having failed, during the last twelve months, to attend a majority of the regularly scheduled meetings of the Board of Directors may be terminated from the Board of Directors by a majority vote of the Board at a regular Board meeting.

ARTICLE IV: OFFICERS

SECTION 1. The Officers of the SOCIETY will be a President, a Vice President, a Secretary, and a Treasurer,

SECTION 2. The Officers will be elected by the Board of Directors at the first board meeting following the annual meeting of members. They will assume their duties immediately.

SECTION 3. If for any reason, an office becomes 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 election of officers.

SECTION 4. When more than one candidate is nominated for an office, the voting for that office will be by a show of hands.

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

SECTION 6. The President will serve as liaison between the SOCIETY 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 August 1 in order to qualify for reimbursements from the NATIONAL SOCIETY.

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

The Vice President will also be the President-Elect and succeed the current President in office. The President shall assist the President-Elect in the learning process during the Vice President's term so that the President-Elect is prepared to assume leadership of the Society upon the completion of the current President's term of office.

SECTION 8. The Secretary shall keep a record of all proceedings of the SOCIETY and of the Board of Directors. He/she will conduct and preserve correspondence relating to the SOCIETY and perform such other duties as the Board may direct.

SECTION 9. The Treasurer will have custody of the SOCIETY'S 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 will give an annual report on the financial condition of the SOCIETY at the annual meeting of members. The Treasurer will act as Registered Agent for the Society 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 will be signed by the Treasurer of the SOCIETY. In case the Treasurer is for any reason unable to sign checks or drafts of the SOCIETY, the President will do so. It is the duty of the Treasurer to see that signatures of those authorized to sign checks shall be on file with the bank holding checking account funds.

SECTION 11. The fiscal year of the SOCIETY shall be August-July.

ARTICLE V: NOMINATING COMMITTEE

SECTION 1. The Board of Directors shall appoint by January, a Nominating Committee, to consist of not fewer than three members. At least one member of the Nominating Committee, but not all three, shall be a member of the current Board of Directors. The names of the members of the Nominating Committee will be made known to the members. Suggestions for nominations of Directors may be submitted to the Nominating Committee by any member of the SOCIETY.

SECTION 2. The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms expire at the next annual meeting. The Committee's nominations for the board will be communicated to the membership one month prior to the annual meeting in March.

SECTION 3. Nothing contained herein should be construed to prevent nominating of Directors by a member at the annual meeting, as long as the nominee's prior approval has been obtained.

ARTICLE VI: AUDIT COMMITTEE

The Board of Directors, at its August meeting, shall appoint an Audit Committee, consisting of one or more persons who are not Directors of the Society. After completing an informal audit of the Treasurer's accounts, a report will be made to the membership.

ARTICLE VII: OTHER COMMITTEES

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

SECTION 2. The President, with the approval of the Board of Directors, will 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 instituted by the Board of Directors to carry out the functions of the SOCIETY.

INVESTMENT COMMITTEE

The Investment Committee will consist of the Treasurer and two members approved by the Board of Directors. The Committee will manage funds designated by the Board of Directors for investment. Reports of the Investment Committee activities shall be reported to the Board of Directors at each regular meeting of the Board.

MEMBERSHIP COMMITTEE

The Membership Committee will maintain close contact with the Membership Department of the NATIONAL AUDUBON SOCIETY. It shall keep the SOCIETY'S membership records and will conduct membership campaigns to enroll new members. It shall endeavor to retain those members who have become delinquent in the payment of their dues.

PROGRAM COMMITTEE

The Program Committee will make plans and arrangements for the regular meetings, except for matters relating to SOCIETY business that may be transacted at such meetings. The Committee will make arrangements for lectures, discussions, and such other events as may promote interest in and appreciation of conservation, ecology and natural history.

CONSERVATION COMMITTEE

SECTION 1. The Conservation Committee will keep informed on local, state and national governmental policies and actions affecting the natural environment and conservation of natural resources. It will draft and recommend the SOCIETY'S conservation policy to the Board of Directors. It will carry out the conservation policy as approved by the Board and endeavor to coordinate the actions of the SOCIETY with the

policy and activities of Audubon Florida and the NATIONAL SOCIETY, insofar as conservation measures and policies of state and national scope are concerned.

SECTION 2. The Conservation Committee chair shall attend and report the SOCIETY'S conservation activities in meetings of the Audubon Florida Northeast Florida Regional Conservation Committee, held quarterly prior to Audubon Florida board meetings.

FIELD TRIP COMMITTEE

The Field Trip Committee will plan, organize and arrange for the proper conduct of field trips that may be participated in by members of the SOCIETY and others interested in the purposes and aims of the SOCIETY.

PUBLICITY COMMITTEE

The Publicity Committee will publicize, through newspapers, radio, TV and other publicity media, the purposes, aims and programs of the SOCIETY.

PUBLICATIONS COMMITTEE

The President will appoint an Editor or Co-Editors, whose duty will be to disseminate information about the purposes, aims, and activities of the SOCIETY.

EDUCATION COMMITTEE

The Education Committee will promote the mission of the Society by keeping informed about educational opportunities in the community, proposing program topics and speakers, and interfacing with libraries, schools, and conservation organizations to provide nature-related opportunities. The Committee may also collaborate with Audubon Florida and National.

ARTICLE VIII: COMMITMENTS

This SOCIETY shall not enter into any commitments binding upon AUDUBON FLORIDA or 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 IX: DISCONTINUANCE

This SOCIETY may terminate its status as a Chapter of the NATIONAL SOCIETY, and the NATIONAL SOCIETY may terminate the status of this SOCIETY as a Chapter of the NATIONAL SOCIETY, pursuant to procedures set forth in the 2001 Audubon Chapter

Policy adopted by the NATIONAL SOCIETY'S Board of Directors on December 8, 2001.

ARTICLE X: AMENDMENTS

The Articles of Incorporation and Bylaws may be amended by a majority vote of members at any regular or special meeting of members duly called, provided notice of the proposed amendment has been given at a prior meeting.

ARTICLE XI: PARLIAMENTARY AUTHORITY

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

ARTICLE XII: CONSTRUCTION

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

Proposed Changes to Articles of Incorporation

ARTICLE VI, ELECTION OF OFFICERS, Articles of Incorporation

Current text:

The Directors shall be elected for the term of of two (2) years, or until the following annual meeting, whichever comes first, by a plurality of the voting members of the SOCIETY present in person at the annual meeting of members. Terms of office shall be staggered to insure continuity of the Purpose of the Society.

Proposed change to:

The Directors shall be elected as provided for in the Society By-Laws.