

Gaylord Nelson Audubon Society
-Bylaws-

Article I
NAME

Section 1. This organization shall be known as the Gaylord Nelson Audubon Society, hereinafter referred to as "the Society."

Section 2. The Society shall be a chapter of the National Audubon Society and shall observe its principles and policies.

Article II
PURPOSE

Section 1. The mission of the Society is to foster conservation in the community. The Society will encourage the protection and enhancement of the diverse natural resources in northwestern Wisconsin through education and activities.

Article III
MEMBERSHIP

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

Section 2. The two classes of membership in this Society shall be (1) dual membership in the National Society and this Society, and (2) local membership in this Society.

Section 3. Each local member shall be entitled to one vote at the annual elections of directors and officers; a family membership shall entitle two members of each family to cast votes.

Article IV
BOARD OF DIRECTORS

Section 1. The governing body of the Society shall be called the Board of Directors, hereinafter also referred to as "the Board." It shall consist of the elected officers, chairs of the Standing Committees, and up to three other members of the society who shall be called Members-at-Large. Members-at-Large shall be appointed by the President and confirmed by a majority vote of the full board.

Section 2. The function of the Board shall be to conduct the business of the Society, to fill any vacated elected offices until the next election is held, and to fill other vacancies on the Board. The control and conduct of the society shall be vested in the Board.

Section 3. The Board of Directors shall meet at least four times a year. The specific time and place of each upcoming Board meeting shall appear in the minutes of the previous meeting. Members shall be allowed to attend board meetings.

Section 4. The regular meetings of the Board shall be held on such dates as the Board may determine, either at a publicly accessible meeting place, through use of computer technology, or by telephonic conference call. Notice of regular meetings shall be posted on the Society's web page.

Section 5. A quorum of four Board members shall be required to conduct business at board or general membership meetings.

Section 6. Votes may be taken by email if the President retains copies until the next board meeting and the vote is recorded in the minutes of the next board meeting.

Section 7. The Board shall act as a liaison between the Gaylord Nelson Audubon Society and the regional and national offices of the National Audubon Society. The Board shall represent the Society in the Society's relationship with other organizations.

Article V

ELECTED OFFICERS

Section 1. The elected officers of the Society shall be President, Vice President, Secretary, and Treasurer.

Section 2. The officers shall be members of the Society and of the Board of Directors; they shall be elected annually at the annual meeting of members.

Section 3. The members of the Board shall serve staggered terms of two (2) years each. Terms shall be staggered so that there are two officer positions open each year.

Section 4. A Board member may resign at any time by giving written notice to the President or Secretary of the Society. The resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Section 5. Any Board member may be removed from office with cause by the affirmative vote of a majority of the Board members.

Section 6. Any vacancy caused by death, resignation or any other cause may be filled for the unexpired term by a vote of the remaining Elected Officers (though less than a quorum) and each Director so chosen shall hold office until the expiration of the unexpired term for which his or her predecessor shall have been duly elected.

Article VI COMMITTEES

Section 1. The chairs of Standing Committees shall be appointed by the President and confirmed by a majority vote of the full board.

Section 2. Standing Committee chairs may appoint committee members.

Section 3. The Board may create Ad Hoc committees at any time to accomplish short-range projects.

Section 4. The Board shall appoint Ad Hoc committee chairs, who need not be Board members. The committee chairs shall appoint their committee members.

Section 5. Ad Hoc committees shall periodically report their progress to the Board. Upon completion of their task, the committees shall provide a final report and dissolve.

Section 6. Committee meetings may be held at the discretion of the committee chairs as deemed necessary.

Article VII
GENERAL MEETINGS

Section 1. Meetings of the Society shall be held at the discretion of the board. The President or Board of Directors may call special meetings. The annual meeting of members shall be held each year at a time determined by the Board. Notice shall be provided through written or electronic communications with members. Posting on the Society's web page shall constitute sufficient notice.

Section 2. The location of the meetings shall be at a publicly accessible place determined by the Board of Directors.

Section 3. The first general membership meeting of the year shall be known as the Annual Summit meeting. The presence of 5% of the total membership or 10 members, whichever is less, shall constitute a quorum for the conducting of business at an annual meeting.

Article VIII
ELECTIONS

Section 1. Each year, by September 1, the Board shall appoint three of its own members to a nominating committee to solicit candidates to stand for election to fill terms of office due to expire at the end of the year.

Section 2. At least one month before elections, names of the candidates nominated for election shall be announced to the membership.

Section 3. Election of the officers shall be held at the annual meeting. Nominations from the floor shall be accepted following the announcement of the nominating committee's slate. Nominees for each office who receive a plurality of the vote of the members present shall be considered elected.

Section 4. Newly elected officers shall begin their terms immediately. Except in cases of resignation or death, terms of office shall run for two years.

Article IX
FISCAL YEAR

Section 1. The Society's fiscal year shall begin on *July 1* and end on *June 30* to be consistent with the reporting year for National Audubon Society.

Article X
AMENDMENTS TO BYLAWS AND STANDING RULES

Section 1. Amendments to the Bylaws must be approved by a majority vote of those attending an annual meeting.

Section 2. The Board may introduce amendments to the Bylaws at any of the Society's general membership meetings. Such amendments shall be voted on at the subsequent annual meeting.

Section 3. Any member may introduce amendments to the Bylaws following the procedure outlined above.

Section 4. The text of any proposed amendment shall be made available to all members at least 30 days prior to the meeting at which a vote is to be taken. Posting proposed amendment(s) on the Society's website can be considered notice.

Article XI
CHAPTER POLICY

Section 1. The relationship between this Society and the National Audubon Society shall be governed by the Chapter Policy.

These revised Bylaws were approved at the Gaylord Nelson Audubon Society Annual Meeting on February 9, 2014. KFredrickson.

Secretary, Michelle Carlisle *Michelle Carlisle* *28 MARCH 2014*
Signature Date

Fiscal year changed from January 1 through December 31 to July 1 through June 30th—on 01/06/2015. See Article IX, Section 1.

Secretary, Brian Collins *Brian Collins* *6 January 2015*
Signature Date