

**CONSTITUTION AND BYLAWS**  
**HIGH COUNTRY AUDUBON SOCIETY**  
**as revised September 17, 2013**

**CONSTITUTION**

**ARTICLE I: NAME**

This organization shall be known as High Country Audubon Society (HCAS).

**ARTICLE II: PURPOSE**

**Section 1:** The purpose and objectives of HCAS 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 (NAS), of which HCAS shall function as a Chapter.

**Section 2:** HCAS is not organized, nor shall it be operated, for pecuniary gain or profit, and 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 HCAS are irrevocably dedicated to charitable purposes and no part shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder or individual. Upon dissolution, or upon abandonment, the assets of HCAS remaining after payment or provision for all debts and liabilities of HCAS, shall be donated to NAS or Audubon North Carolina or its successor or, if unwilling or unable to accept said donation, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objects and purposes as HCAS, as the Board of Directors of HCAS 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 charitable purposes as presently set forth in Section 501(c)(3) of the Internal Revenue Code.

**Section 3:** No substantial part of HCAS's activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall HCAS participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Nor shall HCAS participate in organizations or coalitions whose activities are contrary to this section.

## **BYLAWS**

### **ARTICLE I: MEMBERSHIP**

**Section 1:** Any person interested in the purposes and objectives of High Country Audubon Society (HCAS) is eligible to apply for membership.

**Section 2:** Audubon membership will consist of two categories of members: Active Chapter Members and Associate Members. Payment of annual dues to HCAS in an amount established by the HCAS Board of Directors (Board) shall constitute Active Chapter Membership but shall not constitute membership in National Audubon Society (NAS). Members of NAS residing in the HCAS area shall be considered Associate Members of HCAS.

**Section 3:** Annual membership dues and membership categories of HCAS shall be established by the HCAS Board. Annual membership dues and membership categories of NAS shall be established by NAS.

**Section 4:** The HCAS membership year shall be July 1 through June 30. HCAS membership dues shall be payable annually according to rules established by the Board.

**Section 5:** Active Chapter Members are entitled to one vote on any HCAS business requiring a vote of members including the annual election of officers.

**Section 6:** If renewal of dues is not paid by November 1 of the HCAS membership year in which they are payable, the person will no longer be considered an Active Chapter Member of HCAS.

### **ARTICLE II: MEMBERSHIP MEETINGS**

**Section 1:** Regular membership meetings of HCAS shall be held on such day of such months as may be determined by vote of the Board, but such regular meetings shall be held not fewer than four times during the HCAS membership year.

**Section 2:** The annual membership meeting of HCAS shall be a regular meeting held in July at a date, time, and place to be determined by the Board, at which time officers will be elected. New officers will begin their terms at the conclusion of the annual membership meeting.

**Section 3:** Ten Active Chapter Members shall constitute a quorum for the transaction of business at any duly called regular or special meeting.

**Section 4:** Special membership meetings may be called by the President or pursuant to a request by three Board members. The Secretary of the Board shall give Active Chapter Members at least ten days electronic notice of the special meeting and its purpose.

### **ARTICLE III: BOARD OF DIRECTORS**

**Section 1:** The control and conduct of business of HCAS shall be vested in the HCAS Board. The Board shall determine the policies of HCAS. The Board shall include the elected officers, the immediate Past President, and Chairs of Standing Committees. Additional at-large board members may be added through nomination and election by the Board so long as the total number of Directors does not exceed thirteen directors. Only Active Chapter Members are eligible for service on the Board.

**Section 2:** Two of the at-large board members may serve seasonal terms with the specific months of the terms for each to be designated by the Board. The terms of all other at-large board members shall end at the conclusion of the annual membership meeting.

**Section 3:** Regular meetings of the Board shall be held at a date, time and place to be determined by the Board. There shall be at least four regular meetings of the Board during the HCAS membership year and not more than one regular meeting in any one month.

**Section 4:** A majority of the Board shall constitute a quorum at any meeting.

**Section 5:** Special meetings of the Board may be called by the President or upon request of three board members.

### **ARTICLE IV: OFFICERS**

**Section 1:** The elected officers of HCAS shall be a President, a Vice-President, a Secretary, and a Treasurer. Officers shall be elected for two-year terms beginning at the conclusion of the annual membership meeting at which they are elected and continuing until their successors take office at the conclusion of the annual membership meeting two years later. No individual may hold the same office for more than two consecutive terms. He/she may then hold a different office for not more than two consecutive terms, after which he/she may not serve as an HCAS officer for one year.

**Section 2:** A vacancy in the office of the President or in any other office shall be filled by a majority vote of the Board, and the person appointed shall hold office until the next annual meeting at which time the vacancy shall be filled in the regular way.

**Section 3:** The President shall be President of HCAS, Chair of the Board, an ex-officio member of all committees, and shall perform all other duties associated with the office of President as designated by the Board.

**Section 4:** The Vice-President shall assist the President in the carrying out of his/her duties and shall preside at all meetings in the absence of the President.

**Section 5:** The Secretary shall keep record of all proceedings of the Board and HCAS and shall coordinate any required reporting.

**Section 6:** The Treasurer shall have custody of HCAS's funds. He/she shall disburse the funds as may be ordered by the Board; shall report to the Board at their regular meetings or as requested; and shall prepare an annual report on the financial condition of HCAS for distribution to members at the annual membership meeting.

**Section 7:** All checks and drafts of HCAS may be signed by the Treasurer, the President, or Vice-President. The Board may set limits on amounts that can be paid by officers without specific Board approval.

**Section 8:** HCAS officers may serve on committees and, upon approval by the Board, may serve as Chairs of committees.

#### **ARTICLE V: NOMINATING COMMITTEE**

**Section 1:** Annually prior to June 15, the Board shall appoint a nominating committee of not fewer than two Active Chapter Members. The names of the members of the Nominating Committee shall be made known to the membership of HCAS and any member of HCAS may submit suggestions for nominations for officers to the Nominating Committee.

**Section 2:** The Nominating Committee shall nominate candidates for officers to succeed those whose terms of office will be expiring at the next annual membership meeting of HCAS or for any vacant officer positions. Its report shall be presented to the members at the annual membership meeting.

**Section 3:** Nothing herein contained shall prevent nominations of officers from the floor at the time of the meeting when elections are to be held.

#### **ARTICLE VI: ELECTIONS**

**Section 1:** The election of officers shall take place at the annual membership meeting. The President and Secretary shall be elected in even-numbered years; the Vice-President and Treasurer shall be elected in odd-numbered years.

#### **ARTICLE VII: COMMITTEES**

**Section 1:** The President, with approval of a majority of the Board, shall appoint Chairs of Standing Committees. Committee chairs shall serve until replaced by the Board or until they resign.

**Section 2:** The President, with the approval of the Board, may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment to be done.

**Section 3:** Standing Committees of HCAS may be as follows below. The Board may establish other standing committees as necessary to carry out the functions of HCAS.

#### **MEMBERSHIP COMMITTEE**

It shall be the duty of this committee to maintain a roster of current members of HCAS, to encourage renewals of membership, and to solicit new memberships. It shall also be the duty of this committee to conduct membership campaigns, and to plan and organize the annual membership meeting. This committee shall cooperate whenever necessary with the membership departments of NAS and Audubon North Carolina (ANC).

### **CONSERVATION COMMITTEE**

It shall be the duty of this committee to keep informed on local, state and national governmental policies and actions affecting the natural resources of the High Country; to work with other organizations to preserve and protect the High Country's natural resources; to coordinate projects with other HCAS committees; to involve the membership in conservation issues; to advise the Board about these issues; and to carry out the policies of HCAS. It shall be the duty of this committee to endeavor to coordinate its actions with the policies and activities of NAS and ANC insofar as conservation measures and policies of national scope are concerned and to keep them informed of such actions.

### **FIELD TRIP COMMITTEE**

It shall be the duty of this committee to plan, organize, arrange for, and publicize field trips which may include participation by both members and non-members.

### **PROGRAM COMMITTEE**

It shall be the duty of this committee to plan and conduct such gatherings of the members as may seem desirable to the Board.

### **PUBLICITY COMMITTEE**

It shall be the duty of this committee to publicize the purposes and programs of HCAS.

### **EDUCATION COMMITTEE**

It shall be the duty of this committee to inform and educate members of HCAS and the public about issues relating to birds and the natural environment, including encouragement of conservation actions and research which focus on local environmental and conservation issues.

### **PUBLICATIONS COMMITTEE**

It shall be the duty of this committee to publish a newsletter and to prepare any other publications helpful to the ongoing programs of HCAS.

### **ARTICLE VIII: CHAPTER POLICY**

The relationship between HCAS and NAS shall be governed by the NAS Chapter Policy.

### **ARTICLE IX: PARLIAMENTARY AUTHORITY**

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

### **ARTICLE X: AMENDMENTS**

The Constitution and Bylaws may be amended by a majority vote of Active Chapter Members present at any regular meeting, or at any special meeting thereof, regularly called, provided a quorum is present, and provided further that Active Chapter Members shall have been electronically notified of the amendments at least ten days before said meeting.

## History of Constitution and Bylaws of High Country Audubon Society

I. **September 7, 2007:** Adopted by vote of the Board of Directors

II. **November 20, 2007:** revised by vote of the Board of Directors

III. **September 20, 2011:** the membership voted to approve two amendments to the Bylaws recommended by the Board of Directors:

- A. amendment to Article III, Sec. 1, to allow additional at-large board members as long as the total number of the Board of Directors does not exceed 13
- B. amendment to Article XI, to specify electronic notification of proposed amendments to members

IV. **September 17, 2013:** the membership voted to approve a revision of the Constitution and Bylaws which was recommended by the Board of Directors. These include the following:

- A. grammatical changes and technicalities
- B. clarification in the language but not the meaning of provisions
- C. substantive changes
  - 1. Art. I, Sec. 4 (establishes membership year as July 1 through June 30)
  - 2. Art. I, Sec. 5 (eliminates family memberships)
  - 3. Art. I, Sec. 6 (member must renew membership by Nov.1 to continue as a member)
  - 4. Art. II, Sec.2 (annual membership meeting shall be held in July)
  - 5. Art. II, Sec. 4 (three Board members may request a special membership meeting)
  - 6. Art. III, Sec. 2 (provides for two at-large Board members who may be designated by the Board to serve seasonal terms)
  - 7. Art. III, Sec. 5 (three Board members may request a special meetings of the Board)
  - 8. Art. IV, Sec. 1 (an individual may hold an office for two consecutive terms, then a different office for two consecutive terms, then may not serve as an officer for one year before serving again as an officer)
  - 9. Art. IV, Sec. 8 (officers may serve on committees and as chairs of committees)
  - 10. Art. V, Sec. 1 (nominating committee shall be appointed prior to June 15 and consist of at least two members)
  - 11. Art. VII, Sec. 1 (committee chairs shall serve until replaced or until they resign)