

BY-LAWS OF ALACHUA AUDUBON SOCIETY, INC.
(as adopted and approved the 11th day of March, 2020)

ARTICLE I
CHAPTER STATUS

Section 1. **Chapter Recognition.** This corporation is a chapter of National Audubon Society, Inc., a New York not-for-profit corporation, and Audubon Florida, Inc., a Florida not-for-profit corporation, and as such has agreed to and shall abide by the provisions, requirements, and limitations such status accords, as is provided in the By-laws of those corporations.

Section 2. **Relationships.** The relationship between this corporation and the National and Audubon Florida Societies is contractual only and this corporation as a chapter is not and shall not be deemed to be a subsidiary, division, or member of National or Audubon Florida, nor shall those corporations have any right, title, or interest in any real or personal property of this corporation, except as provided herein. The relationship between this Society and the National Society shall be governed by Chapter Policy.

Section 3. **Limitation of Authority.** Neither National Audubon Society nor Audubon Florida may, without written authorization of this Society, enter into any commitments binding upon this Society and neither National Audubon Society nor Audubon Florida shall be deemed an agent, employee, attorney, trustee, or nominee of this Society unless so specifically directed and authorized in writing by this Society with respect to a certain matter.

Section 4. **Termination.** In the event that this Society should be dissolved or otherwise terminate corporate existence, title to all property then owned by this Society shall vest in Audubon Florida, and in the event that any property owned by this Society should be abandoned, title to said property shall vest in Audubon Florida.

ARTICLE II
MEMBERSHIP

Section 1. **Qualifications.** Any person who is a member of National Audubon Society or Audubon Florida is qualified to be a member of this Society. Individuals may join Alachua Audubon Society (AAS) as AAS only members by paying chapter dues.

Section 2. **Assignment.** The geographical criteria established by National Audubon Society and Audubon Florida for assignment of members of theirs to this chapter shall apply in determining the members of this Society. Individuals residing within the geographical criteria established by the National Audubon Society and Audubon Florida may become members of AAS as chapter-only members.

Section 3. **Dues.** All dues paid by members of this Society shall be paid to National Audubon Society or Audubon Florida or Alachua Audubon Society in accordance with published schedules of dues. The criteria established by National Audubon Society or Audubon Florida for distribution of dues to Alachua Audubon Society shall apply in determining the amount of dues paid to Alachua Audubon Society. Failure of any member to pay dues to National

Audubon Society or Audubon Florida, upon notice of the said failure being given by National Audubon Society or Audubon of Florida to Alachua Audubon Society, shall result in the member in default being dropped from the rolls of membership of this Society without further notice to the member. Individuals who enroll as Alachua Audubon Society chapter-only members must pay annual dues to the chapter and renew every 12 months to maintain current membership status.

Section 4. **Voting Rights.** All persons who are members of this Society in accordance with the foregoing have the right to one vote (two votes for family memberships) for any of the purposes of the Society, including election of the members of the Board of Directors.

ARTICLE III BOARD OF DIRECTORS

Section 1. **Powers.** The affairs, property, and business of the Society shall be managed, conducted, and controlled by the directors, acting as a board. The Board of Directors shall have and is vested with all and unlimited powers and authorities, except as may be expressly limited by law, the Articles of Incorporation, or these Bylaws, to do or cause to be done any and all lawful things for and in behalf of the Society, to exercise or cause to be exercised any or all of its powers, privileges, and franchises, and to seek the effectuation of its objects and purposes.

Section 2. **Number and Classes of Directors.** There shall be nineteen (19) directors. There shall be two (2) classes of directors. The first class of directors shall be composed of three (3) groups of five (5) directors each, who shall serve a term of three (3) years. In accordance with the Articles of Incorporation, at least five (5) members of this class shall be elected each year. The second class of directors shall be composed of four (4) directors, who shall serve a term of one (1) year. The members of this class shall be designated as the president, vice-president, secretary, and treasurer, and shall discharge such additional duties as hereinafter specified.

Section 3. **Election.** All nominations and notice thereof shall be made in accordance with the Articles of Incorporation and all directors shall be elected by a majority of the voting members present in person or by proxy at the Annual Meeting or at any adjournment thereof, except that vacancies occurring during the year may be temporarily filled by the Board of Directors until the Annual Meeting.

Section 4. **Compensation of Directors and Committee Members.** Directors and members of all committees shall not receive any stated salary for their services as such, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors or any committee; provided that nothing herein contained shall be construed to preclude any director or committee member from serving the Society in any other capacity and receiving compensation therefore.

Section 5. **Removal of Directors.** The members of the Society shall have the power at the Annual Meeting or any special meeting, by a two-thirds (2/3) vote of the members present, to remove any director, with or without cause. The Board of Directors may at any meeting thereof, remove by majority vote of those directors present any director not present who has been absent from the preceding three regular

meetings. Any vacancy created in accordance with the foregoing may be filled by the Board of Directors.

Section 6. **Resignation of Directors.** Any Director may resign at any time by written notice of such resignation to the Secretary, and such resignation shall become effective upon receipt by the Secretary of the date specified herein.

ARTICLE IV OFFICERS

Section 1. **Elected Officers.** The members of the Society, at each Annual Meeting shall elect a president, vice president, secretary, and treasurer, who shall be directors. No person shall hold more than one office. Each elected officer of the Society shall hold office for the term of one (1) year, or until the officer resigns or is removed, whichever first occurs. Any elected office that becomes vacant during the year, may be temporarily filled by the Board of Directors until the Annual Meeting.

Section 2. **Appointed Officers and Agents.**

A. Appointment. The Board of Directors may appoint such other officers and agents for the Society as it shall deem necessary or advisable. All appointed officers and agents shall hold their respective positions at the pleasure of the Board of Directors or for such terms as the Board of Directors may specify, and they shall exercise such powers and perform such duties as shall be determined by the Board of Directors.

B. Removal. Any officer or agent appointed by Board of Directors may be removed or discharged by the Board of Directors whenever in its judgement the best interest of the Society would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed.

C. Salaries and Compensation. Salaries and compensation of any appointed officers and agents of the Society shall be fixed, increased, or decreased by the Board of Directors

D. Delegation of Authority. The Board of Directors may delegate to the president the authority to hire, discharge, and fix and modify the duties, salary, or other compensation of any appointed officers or agents, and the Board of Directors may similarly delegate to the president such authority with respect to obtaining and retaining for the Society the services of attorneys, accountants, and other experts.

Section 3. **President.** The president shall be the chief executive of the Society and shall preside at all meetings. He or she shall have general and active management of the business of the Society and shall carry into effect all directions and resolutions of the Board of Directors. The Directors may countermand any action of the president by a majority vote.

Section 4. **Vice President.** The vice president shall, in the absence, disability, or inability to act of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the Board of Directors shall prescribe.

Section 5. **Secretary.** The secretary shall have the general duties, powers, and responsibilities of a secretary of a corporation and shall perform such other duties and have such other authority as may be prescribed elsewhere in these By-laws or as the Board of Directors may prescribe. The secretary shall attend all meetings of the Board of Directors and all meetings of the members and shall record or cause to be recorded all votes taken and the minutes of all proceedings in a minute book of the Society to be kept for that purpose. The secretary shall, in the absence, disability, or inability to act of the vice-president, perform the duties and exercise the powers of the president, and shall perform such other duties as the Board of Directors shall prescribe. Additionally, the secretary shall have the principal responsibility to give or cause to be given notice of all meetings of the members and Board of Directors, but this provision shall not lessen the authority of others to give notice as is authorized elsewhere in these By- laws.

Section 6 **Treasurer.** The treasurer shall have the general duties, powers, and responsibilities of a treasurer of a corporation and shall perform such other duties and have such other authority as may be prescribed elsewhere in these By-laws or as the Board of Directors may prescribe. The treasurer shall have the responsibility for the safekeeping of the funds and securities of the Society and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Society. Additionally, the treasurer shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the Society in such depositories as designated by the Board of Directors and shall disburse or permit to be disbursed the funds of the Society as ordered or authorized generally by the Board of Directors and shall render to the Board of Directors, whenever so required, an account of all transactions and of the financial condition of the Society.

ARTICLE V EXECUTIVE COMMITTEE

Section 1 **Members.** At any meeting thereof, the Board of Directors, may elect an Executive Committee from its membership consisting of not less than three (3) nor more than seven (7) directors, including the president.

Section 2 **Term and Authority.** Members of the executive committee shall serve for a one (1) year term or until successors are appointed by the Board of Directors. During the interval between meetings of the Board of Directors, the executive committee shall possess and may exercise all of the powers and authority of the Board of Directors, except as otherwise provided herein or as may be prohibited by law. As hereinafter specified, all actions taken by the executive committee shall be reported to the Board of Directors, and shall be subject to revision or alternation by the Board of Directors, provided, however, that no rights of a third party shall be affected by such revision or alteration.

Section 3. **Presiding Officer.** The president, or in the president's absence, such person as the executive committee shall select, shall preside at all meetings of the

committee. The president shall in all events be entitled to vote on the substantive issues and matters before the committee.

Section 4. **Procedure.** Subject to the provisions of these By-laws, the executive committee shall fix its own rules of procedure and shall meet where and as provided by such rules.

Section 5. **Minutes and Reports.** The executive committee shall designate one of its members or the secretary of the Society to keep regular minutes of its proceedings and the same shall be recorded in the minute book of the Society. All actions taken by the executive committee shall be reported to the Board of Directors at its next regular meeting which succeeds such actions.

ARTICLE VI MEETINGS Section 1. **Members' Meetings.**

- A. **Annual Meeting.** An annual meeting of the members shall be held each year on the second Wednesday in April or at such other day as may be determined by the Board of Directors, at which meeting the members shall elect directors and officers and transact such other business as may properly be brought before the meeting. The Board of Directors shall determine the place of the meeting.
- B. **Special Meetings.** Special meetings of the members may be held for any purpose or purposes. A special meeting may be called by the president, secretary, or the Board of Directors, and notice shall be given as hereinafter specified. Business transacted at any special meeting shall be confined to the purpose or purposes stated in the notice of such meeting, unless the transaction of other business is consented to by a two-thirds (2/3) majority of members present in person.
- C. **Notice.** Except as otherwise may be provided by law, notice of each meeting of the members, whether annual or special, stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes thereof, shall be delivered or given in the manner hereinafter specified to each member entitled to vote thereat, not less than thirty (30) days nor more than ninety (90) days prior to the meeting.
- D. **Quorum.** Except as otherwise may be provided by law, fifteen (15) members in good standing and entitled to vote, present in person only, shall constitute a quorum for the transaction of business at any members' meeting. Every decision of a majority of such quorum, except in those specific instances in which a larger vote is required by law, the Articles of Incorporation, or these By-laws, shall be valid as a corporate act. Less than a quorum may adjourn a meeting successively until a quorum is present, and no notice of adjournment shall be required. At such adjourned meeting at which a quorum is present, any businesses may be transacted which might have been transacted at the meeting as originally noticed.

Section 2. **Meetings of the Board of Directors**

A. **Regular Meetings.**

The Board of Directors shall meet on the second Wednesday of the month except in June, July and December. There shall be no less than eight (8) meetings during the calendar year. The Board of Directors shall determine the place of the meetings. The first meeting of the Board of Directors following the Annual Meeting of the members shall be treated as the organizational meeting. No written notice of regular meetings shall be required, provided verbal notice thereof is given at the preceding meeting of the Board of Directors or the Annual Meeting of the members. Any business may be transacted at a regular meeting.

B. **Special Meetings.** Special meetings of the Board of Directors may be called by the president, vice president, or secretary, by delivery of notice thereof to each director at least five (5) days prior to the meeting stating the place, day and hour, and purpose of the meeting; such notice may be in person or by mail to the director in the manner hereinafter specified.

C. **Quorum.** Unless otherwise specified in the Articles of Incorporation, at all meetings of the Board of Directors eight (8) directors present in person shall constitute a quorum for the transaction of business, and the act of a majority of the directors present in person at any meeting at which there is a quorum, unless otherwise specified in the Articles of Incorporation, shall be the act of the Board of Directors. Less than a quorum may adjourn a meeting successively until a quorum is present, and no notice of adjournment shall be required. At such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 3. **Notice.**

A. **By Publication.** Any notice of any meeting of the members or the Board of Directors of the Society may be given and delivered by insertion of such notice, containing such facts as are necessary to constitute good and sufficient notice in any newsletter or other periodic publication of the Society. Notice given in this manner shall be deemed given and delivered upon mailing of the periodical containing the same to the member or director in the manner hereinafter specified.

B. **By Mail.** Any notice of any meeting of the members or the board of Directors of the Society may be sent by regular mail to the member or director at his address as it appears on the records of the Society. Such notice shall be deemed given and delivered when deposited in the United States mail with postage thereon prepaid. For purposes of computing time as required by the Articles of Incorporation or these By-laws, five (5) days shall be added to the date of mailing.

- C. Good and Sufficient Notice.** Good and sufficient notice shall be deemed to be a statement of the place, date and hour of the meeting, identification of the group so meeting, and, in the case of a special meeting, the purpose or purposes thereof. Except as otherwise provided herein, all notices must be in writing.
- D. Waiver of Notice.** Attendance at any meeting to which notice is required shall constitute waiver of notice thereof unless objection to lack of notice is made at the beginning of the meeting. Additionally, any person entitled to notice of any meeting may execute a waiver of notice either before or after the time of the meeting and the same shall be deemed the equivalent of giving notice.

ARTICLE VII OFFICES

Section 1. **Registered Agent.** The name and address of the registered agent of the Society in the State of Florida shall be determined by the Board of Directors and filed in the appropriate office of the State of Florida pursuant to applicable provisions of law.

Section 2. **Corporate Offices.** The Society may have such corporate offices as the Board of Directors may appoint. The principal place of business of the Society may be fixed and so designated from time to time by the Board of Directors, but the location of the Society in Florida shall be deemed for all purposes to be in the county in which its registered agent is maintained.

Section 3. **Records.** The Society shall keep at its corporate offices original or duplicate books in which shall be recorded the names and addresses of the members, directors, and officers, the amount of assets and liabilities, and such additional records, statements, and information as may be required by law.

Section 4. **Inspection of Records.** A member in good standing shall be entitled to inspect the records of the Society, provided such inspection is during the usual and customary hours of business and in such manner as will not unduly interfere with the regular business of the Society. No member shall use or permit to be used to the detriment of the Society any information to obtained from such inspection and, as a condition precedent to any member's inspection of the Society's records, the corporation may require the member to indemnify the Society against any loss or damage which may be suffered by it arising out of or resulting from any unauthorized disclosure made or permitted to be made by such member of information obtained during the course of any inspection.

ARTICLE VIII GENERAL

Section 1. **Corporate Seal.** The corporate seal shall have inscribed thereon the name of the Society and the words: Corporate Seal, Florida non-profit Corporation, 1975. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 2. **Fiscal Year.** The fiscal year of the Society shall end on May 31.

Section 3. **Accounts.** All drafts and checks of the Society, except as otherwise provided by the Board of Directors with respect to certain accounts, shall be signed by the treasurer or other officers as authorized by the Board of Directors.

Section 4. **Execution of Instruments.** The president, or the vice president in the absence, disability, or inability to act of the president, and the secretary may execute all instruments on behalf of the Society.

Section 5. **Annual Statement.** The Board of Directors shall present at each Annual Meeting, and when called for by vote of the members at any special meeting of the members, a full and clear statement of the business and condition of the Society.

Section 6 **Rules of Order.** Unless otherwise provided herein, all meetings shall be governed by the latest edition of Robert's Rules of Order.

Section 7 **Indemnification of Directors and Officers.** In consideration of services rendered, all directors and former directors of the Society, and their legal representatives, shall be indemnified by the Society against liabilities, expenses, and attorney's fees and costs reasonably incurred in connection with or arising out of any action, suit, proceeding, or claim in which the director is made a party by reason of being, or having been, a director of the Society, provided that in no case shall the Society indemnify any director or former director with respect to any matter to which the director shall be finally adjudged to have been liable for negligence or misconduct in the performance of corporate duties. The indemnification herein provided for shall apply also in respect to any amount paid in compromise of any action, suit, proceeding, or claim asserted against any director or former director, provided the Board of Directors shall have first approved any proposed compromise settlement and determined that the director involved was not guilty of negligence or misconduct; in taking such action, no director affected shall be qualified to vote, and if for this reason a quorum cannot, be obtained to vote on such matter. It shall be determined by a committee of three persons appointed by the members at a special meeting called for that purpose. In determining whether a director was guilty of negligence or misconduct, the Board of Directors, or the aforesaid committee, may employ independent counsel and rely conclusively upon the opinion thereof, and in determining the amount of indemnification, if any, the Board or the committee shall establish the amount with due regard to the financial ability of the Society and the amount so determined shall be conclusive and final as between the Society and the director.

CERTIFICATE

We, the undersigned, hereby certify that we acted as Chairman and Secretary, respectively, of a meeting of the Board of Directors of ALACHUA AUDUBON SOCIETY, INC., held on the 11th day of March, 2020, at which the foregoing Bylaws were duly adopted as and for the By-laws of the said Society, and we hereby further certify that the foregoing constitutes the By-laws of the said Society.

DATED this 11th day of March, 2020



Debra Segal, Chairman of the Meeting



Felicia Lee, Secretary of
the Meeting