

**CONSTITUTION
OF
THE SAN ANTONIO AUDUBON SOCIETY,
INCORPORATED**

ARTICLE I

This organization shall be known as the San Antonio Audubon Society, Incorporated. San Antonio Audubon Society, Inc is a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code.

ARTICLE II

The purpose of this organization is to raise the awareness of both members and the general public about the protection, preservation, and propagation of all wildlife, particularly birds, and their habitat. Efforts in pursuit of this purpose may include field trips, educational programs, conservation support, and other activities deemed appropriate by the membership.

ARTICLE III

This constitution shall be effective when ratified by two-thirds of the membership present at a general meeting, a quorum (see By-Laws, Article X) being present, and a notice in advance having been given in the preceding newsletter.

**BY-LAWS
OF
THE SAN ANTONIO AUDUBON SOCIETY,
INCORPORATED**

ARTICLE I - MEMBERSHIP

Section 1. The membership shall be open to all those interested in the purpose of this organization. The three classes of membership are described below.

A. **Individual:** A person may join as an Individual member by paying annual dues. Individual members who are 18 years of age or older shall be entitled to vote and hold office.

B. **Household:** Two or more people who reside at the same address may join as Household members by paying annual dues. Anyone living at that address who is 18 years of age or older shall be entitled to vote and hold office. Upon approval of these By-Laws, the dues for a Household membership shall be set equal to the dues for a Family membership approved under the preceding By-Laws. After that, Household membership dues will be set as indicated in section 2 of this Article.

C. **Life:** Current life members have paid a one-time fee and pay no annual dues. They shall be entitled to vote and hold office. No further life memberships will be accepted by San Antonio Audubon Society.

Section 2. Membership dues shall be payable at the time of application and shall be effective from date of payment. The Membership Secretary shall have a list of the current dues structure. Any changes in the dues shall be presented by the Board of Directors at the October meeting, voted on at the November meeting and printed in the next newsletter.

Section 3. Membership dues shall be due each year during the anniversary month of a member joining the Society. A member who has not paid dues within three months after the due date shall be dropped from the membership rolls.

ARTICLE II - GENERAL MEETINGS

Section 1. The General Meeting of members of the San Antonio Audubon Society shall be held at a time and place designated by the Board of Directors. If it is necessary to change the date, place, or time of any meeting, reasonable effort will be made to notify all members.

Section 2. The President or, in his or her absence, the Vice President shall preside at any General Meeting. In the absence of both the President and the Vice President, the Board shall designate any other Member of the Board to preside.

Section 3. The person presiding at a General Meeting shall establish the order of business for that meeting.

ARTICLE III - BOARD OF DIRECTORS

Section 1. The control and conduct of the business of the San Antonio Audubon Society shall be the responsibility of the Board of Directors, and they shall determine its policies. The Board of Directors shall consist of seven members and include the elected officers, who shall serve on the Board of Directors only during their terms of office, and three other persons, all of whom shall be members in good standing. All Directors shall be elected by a majority vote of the members present in person at the November meeting. The term of office of each elected Director other than officers shall be the two fiscal years following their election. No member shall serve on the Board of Directors for more than six consecutive years.

Section 2. The Board of Directors shall meet every month at some time other than the general meeting unless the meeting is cancelled by the presiding officer. No more than three meetings may be cancelled to ensure that the Board of Directors meets at least nine months of the year.

Section 3. Special Board meetings may be called by the President or by any three members of the Board, and at such special meetings any business may be transacted which might be transacted at any meeting of the Board.

Section 4. Four Directors shall constitute a quorum for the transaction of business at any Board meeting.

Section 5. The President shall preside at all meetings of the Board. The Vice-President shall preside at meetings of the Board when the President is absent.

Section 6. Any Director who misses three consecutive meetings without due cause shall be removed from the Board of Directors.

ARTICLE IV - OFFICERS

Section 1. The Officers of the San Antonio Audubon Society shall consist of a President, a Vice-President, a Secretary and a Treasurer, all elected by the members and shall hold office during the fiscal year following their election or until their successors are appointed by the Board. In case of a vacancy occurring before the end of the year, the office shall be filled for the remainder of the year by the Board of Directors. No officer shall hold the same office for more than two years in succession with the exception of the Treasurer who shall serve no more than three consecutive one-year terms.

Section 2. President - The President shall preside at all meetings of the Society and Board of Directors and 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 of the Board. The President shall make all appointments except the Nominating and Auditing Committees, which shall be appointed by the Board of Directors. The President shall be a member ex-officio of all committees except the Nominating and Auditing Committees.

Section 3. Vice-President - The Vice-President shall assist the President in the performance of the latter's duties. In the absence of the President, the Vice-President shall perform the duties of the President. The Vice-President shall maintain and update a written inventory of the properties of the San Antonio Audubon Society.

Section 4. Secretary - The Secretary shall keep a record of all the proceedings of the Society and of the Board of Directors. The Secretary shall conduct and preserve all correspondence relating to the Society and perform such duties as the Board may direct. The Secretary shall prepare correspondence as necessary for the President's signature.

Section 5. Treasurer - The Treasurer shall have custody of all monetary assets of the Society. The Treasurer shall promptly deposit all monies in the name of the San Antonio Audubon Society in depositories designated by the Board of Directors. The Treasurer shall disburse funds of the Society for authorized expenditures and shall render to the President an account of all transactions as Treasurer and of the financial condition of the Society when requested. The Treasurer shall make an annual report of the Society's financial condition to the members not later than the third meeting of the fiscal year. The Treasurer shall provide a Financial Statement at each general meeting and shall furnish a copy to the Secretary for filing with the minutes. The Treasurer shall be responsible for preparing and submitting all tax documents. The Treasurer shall furnish bond of at least \$15,000, the premium to be paid by the Society.

An authorized account signatory is an individual registered with a bank who is authorized to conduct Society business with that bank. The treasurer shall be an authorized account signatory on all Society accounts. The Board of Directors may authorize one or more other Board Members to be an authorized signatory on one or more Society accounts so that funds may be

disbursed on an emergency basis in the absence of the Treasurer. All checks of \$250 or more shall require the signature of an authorized account signatory and one other board member.

ARTICLE V - FUNDS

Section 1. The monetary assets of the Society shall be held in two funds, the General Operating Fund and the Special Projects Fund. Expenditures from the General Operating Fund shall be used to support the normal operation of the Society. Expenditures from the Special Projects Fund shall be used to support the purpose of the organization but are not to be used to support the general operations of the organization.

Section 2. Each fiscal year, the Board of Directors shall approve a separate budget for each fund for the next fiscal year and provide it to the membership before the end of the current fiscal year. Each budget shall include an annual income plan and an annual expense plan.

The annual income plan for each fund shall include the anticipated income to be received from each source of income.

The annual expense plan for the General Operating Fund authorizes the disbursement of funds up to the budgeted amount for each expense item. The authorized amount for any expense item may be increased and additional expenses may be authorized during the fiscal year by a majority vote of the Board of Directors

The annual expense plan for the Special Projects Fund shall serve as a planning tool and guideline for expenditures, but the Board of Directors must separately authorize the amount of funds that may be disbursed for each special project.

ARTICLE VI - AUDITING COMMITTEE

There shall be a Special Committee on Audit elected annually by the Board consisting of two members who are not members of the Board; and should they decide that the Society requires the services of a bonded auditor, they shall so report to the Board not later than the third month of the fiscal year on the scope and necessity of such. In the absence of provision for audit by a bonded auditor, the function of the Special Committee on Audit will be to report to the Board, not later than the third month of the fiscal year, upon the scope, character and accuracy of the Treasurer's Financial Report.

ARTICLE VII - NOMINATING COMMITTEE

Section 1. The Board of Directors shall select annually at least four months prior to the end of the fiscal year, a Nominating Committee to consist of at least two members of the Society who are not officers of the Society or members of the Board. The names of the members of the Nominating Committee shall be made known to all members of the Society at the first meeting after their selection and suggestions for nominations for officers and members of the Board may be submitted to such Committee by any member of the Society in good standing.

Section 2. This Committee shall nominate the candidates for each office and coming vacancy on the Board and their report shall be completed and presented at the October meeting of the Society. Voting shall be held at the November meeting.

Section 3. Nothing shall prevent nominations of candidates for office from the floor at the time of the general meeting at which the elections are held; however, prior consent must be obtained from persons nominated from the floor.

ARTICLE VIII - OTHER RESPONSIBILITIES

Section 1. The President shall annually appoint a person to be responsible for the tasks listed below. The person may perform the task as an individual or may become the chair of a committee to accomplish the task by choosing other members of the organization to be part of that committee. The person responsible for each of these tasks shall submit reports to the President as directed by the Board of Directors.

A. **Education and Outreach** – This individual is responsible for providing educational programs for members and the general public.

B. **Field Trips** – This individual is responsible for planning field trips. This includes securing permission from property owners to enter their lands, when necessary.

C. **Programs** – This individual is responsible for providing a program for each General Meeting. This responsibility includes soliciting speakers, providing program information to publicize the program, and ensuring speakers have necessary technical equipment for their presentation.

D. **Membership Secretary** – This individual is responsible for collecting dues and maintaining a current membership listing. Once recorded by the membership secretary the dues will be forwarded to the treasurer for deposit.

E. **Bird Records and Christmas Bird Count** – It is the responsibility of this individual to (1) periodically update the checklist as needed, (2) keep records of arrival and departure dates and frequency of sightings, (3) determine validity of sightings of rare species, and (4) coordinate the Christmas Bird Count for San Antonio.

Section 2. The President may appoint a person to be responsible for any other task the Board or Society may deem advisable. The person may perform the task as an individual or may become the chair of a committee to accomplish the task by choosing other members of the organization to be part of that committee. The person responsible for each of these tasks shall submit reports to the President as directed by the Board of Directors.

ARTICLE IX - REMOVAL FROM OFFICE

Any director or officer may be removed from office for neglect of duty or inefficiency, by a two-thirds vote of the members present at a general meeting, a quorum being present.

ARTICLE X - QUORUM

Twenty-five members and at least four members of the Board of Directors shall constitute a quorum at all Society meetings.

ARTICLE XI - FISCAL YEAR

The fiscal year of this organization shall be from January 1st to December 31st.

ARTICLE XII - PARLIAMENTARY PROCEDURE

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the By-Laws.

ARTICLE XIII - AMENDMENTS

The Directors may propose by-laws for the government of the organization. Such by-laws may be altered, changed or amended by a majority of the members at any General Meeting. Amendments may be proposed by the Board of Directors, or a written application of a majority of the members. The members shall be notified of any proposed changes in the by-laws at least 30 days prior to presentation for a vote. All amendments will become effective immediately upon approval by a majority of the members.

ARTICLE XIV - DISSOLUTION

Dissolution of the Society shall be effective (1) when all bills have been paid in full and the remainder of the Society's funds are dispersed as determined by members, ONLY to tax-exempt organizations under section 501(c)(3) of the Internal Revenue Code, and (2) by a 2/3 vote of the members voting at any meeting ordered for this purpose, by the Directors or by written application of a majority of the members.