

**CONSTITUTION
(Revised April, 2009)**

ARTICLE I : NAME

This organization shall be known as the Mountaineer Chapter of the National Audubon Society, *Inc.*

ARTICLE II : PURPOSE

Section 1. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, the making of distributions to organizations that qualify as exempt organization under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 2. No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions of which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. Upon the dissolution of the corporation, assets shall be distributed for one of more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**BY-LAWS
(Revised October, 2008)**

ARTICLE I : MEMBERSHIP

Section 1. Any person interested in the purposes of the National Audubon

Society is eligible for membership. Membership in the Mountaineer Chapter is concurrent with membership in the National Audubon Society or a Chapter only membership.

Section 2. Concurrent classes of membership shall be the same as those maintained by the National Audubon Society. Chapter only classes of membership shall be established by the Chapter Board of Directors.

Section 3. Concurrent annual dues of membership shall be as established by the National Audubon Society. Chapter only annual dues of membership shall be established by the Chapter Board of Directors

ARTICLE II : MEETINGS

Section 1. Meetings of the Society shall be held at least seasonally in Fall, Winter, and Spring.

Section 2. The Annual Meeting of the Society shall be held in conjunction with the Spring Banquet, at which time new officers will be installed and take office.

Section 3. Ten members in good standing or their proxies shall constitute a quorum for the transaction of business at any duly called regular or special meeting.

Section 4. Special meetings may be called by the President, or pursuant to a resolution of the Board. Ten days written notice of such special meeting, stating objectives thereof, shall be given each member at her/his last known post office address *or email address*.

ARTICLE III : BOARD OF DIRECTORS

Section 1. The control of and conduct of business of the Society shall be vested in its Board of Directors. The Board shall determine the policies of the Society. The Board shall include (a) the elected officers (b) chairmen of Standing Committees and (c) members-at-large appointed by the elected officers.

Section 2. Meetings of the Board shall be held as needed but minimally once a year.

Section 3. A majority of the Board shall constitute a quorum at any meeting.

Section 4. Special meetings of the Board may be called by the President or upon the request of the majority of the Board.

ARTICLE IV : OFFICERS

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

The President shall hold office for a two-year term and shall not succeed her/himself. All other officers shall serve two (2) year terms and individuals may succeed themselves.

Section 2. A vacancy in the office of the President or in any other office shall be filled by the majority vote of the Board of Directors to 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 the Society, Chairman of the Board of Directors and an ex-officio member of all committees and shall perform all other duties associated with the Office of President.

Section 4. The Vice-President shall assist the President in the carrying out of her/his duties and shall preside at all meetings in the absence of the President. She/he may be designated by the President to head one of the Standing Committees.

Section 5. The Secretary shall keep a record of all proceedings of the Board and the Society. The Treasurer shall have custody of the Society's funds and shall disburse the funds as may be ordered by the Board. She/he shall report to the Board of Directors at their regular meetings, or as requested. She/he will prepare an annual report on the financial condition of the Society for distribution to the members at the annual meeting of the members, and a copy of which shall be forwarded to the National Audubon Society. She/he may serve as Chairman of the Finance Committee.

Section 6. The Treasurer manages the funds of the Society and is responsible for disbursements and receipts on behalf of the Board of Directors and membership. The Treasurer or his/her designee will provide a report of income and disbursements to the Board of Directors at each of the regular Board meetings. All checks and drafts may be signed by the Treasurer or, in the absence of the Treasurer, by the President or Vice-President.

ARTICLE V : NOMINATING COMMITTEE

Section 1. The Board of Directors shall annually appoint prior to February 1 a Nominating Committee to consist of not less than three (3) members. The names of the members of the Nominating Committee shall be made known to the membership of the Society and suggestions for nominations for officers may be submitted to the Committee by any member of the Society.

Section 2. The Nominating Committee shall nominate candidates for officers

to succeed those whose terms of office expire. Its report shall be presented to the membership one month prior to the Annual meeting.

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

ARTICLE VI : ELECTIONS

Section 1. The election of officers and directors shall take place at the Annual Meeting. The officers will be installed at this meeting.

Section 2. Officers presented by the Nominating Committee shall be voted on by the membership present at the Annual Meeting, or by motion from the membership instructing the Secretary to cast a unanimous ballot in favor of the recommendations presented by the Nominating Committee: Provided, however, if there is more than one candidate for any office, the election to such office shall be by ballot with the winner receiving the majority vote of the ballots cast.

ARTICLE VII : COMMITTEES

Section 1. The President, with the approval of the Board of Directors, shall appoint chairpersons 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. There is no restriction on any chairperson of a Standing Committee succeeding her/himself. Standing Committees shall be composed of up to five (5) members.

Section 2. 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 to be done.

Section 3. Standing Committees of the Society may be as follows, and other such Committees as become necessary to carry out the functions of the Society:

MEMBERSHIP COMMITTEE

The President shall appoint a Membership Chairperson. It shall be the duty of this committee to cooperate with the Membership Department of the National Audubon Society by such measures as obtaining lists of names and addresses of potential members residing within the allotted territory of this Society. It shall also be the duty of this committee to conduct membership campaigns and to attempt to obtain the continuing membership of those who have become delinquent in the payment of their dues.

PROGRAM COMMITTEE

The President shall appoint a Program Chairperson. It shall be the duty of this committee to make all plans and arrangements for the regular meetings of the Society, and it shall promote interest and appreciation through lectures, discussions, exhibits, publications and meetings.

CONSERVATION COMMITTEE

The President shall appoint a Conservation Chairperson. It shall be the duty of this committee to keep informed on local, state and national governmental policies and actions affecting natural environment and the conservation of natural resources, to advise the Board of Directors, and to carry out the policies of the Society. It shall be the duty of this committee to endeavor to coordinate its actions with the policies and activities of the National Audubon society insofar as conservation measures and policies of national scope are concerned and to keep the National Audubon Society informed of such actions.

PUBLICITY COMMITTEE

The President shall appoint a Publicity Chairperson. It shall be the duty of this committee to publicize, through newspaper, radio, TV and other publicity media, the purposes and program of the Chapter.

EDUCATION COMMITTEE

The President shall appoint an Education Chairperson. It shall be the duty of this committee to further the Educational Services of the National Audubon Society; to encourage the schools and colleges of the community to conduct courses in or otherwise stress natural history, ecology and conservation; to conduct lectures and/or workshops in natural science for members and friends; to develop sponsorship by the local Society of Audubon Junior Clubs and through other means to inform and educate the public about the natural environment.

SOCIAL (OR HOSPITALITY) COMMITTEE

The President may appoint a Social (Hospitality) Committee Chairperson. It shall be the duty of this committee to plan and conduct such social gatherings of the members, or to provide the social aspects of regular meetings such as refreshments, as may seem desirable to the Board of Directors.

STUDENT COMMITTEE

The President may appoint a Student Chairperson. It shall be the duty of this committee to plan, organize and coordinate activities of the student members of the Chapter. Such a committee should keep other members of the Chapter aware of environmental issues brought before the students of West Virginia University.

EDITORIAL COMMITTEE

The President may appoint a Editorial Committee Chairperson. This person will serve as chief editor of the monthly newsletter. It shall be the duty of this committee to construct, edit, publish, and disseminate the monthly newsletter and additional press releases deemed necessary by the Board.

ARTICLE VIII : COMMITMENTS

This Society shall not enter into any commitments binding upon 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 1X : DISCONTINUANCE

This Society may terminate its status as a Chapter of the National Society, and the National Society may terminate the status of the 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 : PARLIAMENTARY AUTHORITY

In matters not covered by these By-Laws, Roberts Rules on order shall govern.

ARTICLE XI : AMENDMENTS

The Constitution and By-Laws may be amended by a majority vote of members in good standing present at any regular meeting or at any special meeting thereof, regularly called, provided a quorum is present, and provided further that notice of such amendments shall have been mailed to each member of the Society at his/her last known address at least fifteen days before said meeting.

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