

**BYLAWS OF THE
MADISON AUDUBON SOCIETY, INC.**

(Approved 10/16/2012, Modifications Approved by Membership July 2016)

ARTICLE I – RELATIONSHIP TO NATIONAL AUDUBON SOCIETY

Section 1 – Madison Audubon Society (the Chapter) shall exist as a chapter of the National Audubon Society (National). The relationship between this chapter and National shall be governed by the Chapter Policy of the National Audubon Society.

Section 2 – Neither the Chapter nor National shall enter into any commitment binding on the other without written authorization to do so.

ARTICLE II – MEMBERSHIP

Section 1 – Membership policies shall be consistent with the Membership Policy of the National Audubon Society. The board of directors of Madison Audubon Society may elect to establish a chapter-only membership category and determine the benefits of said membership.

ARTICLE III – MEETINGS

Section 1 – The Chapter shall hold an annual meeting of the membership following the annual election of directors at such time and place as the board shall designate. Special meetings of the members may be called at any time by order of the board. Special meetings shall be called by the secretary upon the written request of not less than two percent (2%) of the total membership. Notice of any membership meeting, including all items to be considered, shall be sent to all members at least ten (10) days in advance of any meeting.

Section 2 – Fifty (50) members in good standing shall constitute a quorum for the transaction of business at any duly called annual or special meeting or ballot.

Section 3 – Eligibility to vote in any duly called annual or special meeting of the Chapter, or in any other vote of the membership shall be determined as of the first of the month of the month prior to the meeting or vote. Members (National Audubon Society members assigned to membership in this chapter, chapter-only members, and individuals who submit application and payment for either category of membership by the eligibility date) shall each have the right to cast one vote. Family memberships shall include entitlement to two votes, only to be cast by two different family members. Voting by proxy is not permitted.

Section 4 – Any vote of the membership may be conducted by mail or electronically or at a meeting of the membership, at the discretion of the board of directors. Elections of directors shall be conducted by mail or electronically as specified in Article V.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – The control and conduct of business of the Chapter shall be vested in a board of a minimum of nine (9) and a maximum of fifteen (15) elected directors. Directors must be members of the Chapter. Members of the board shall serve staggered renewable terms of no more than three years. No director shall serve more than a total of nine (9) years on the board of directors, including board service prior to adoption of these bylaws, except that all directors serving at the time of adoption of these bylaws may continue to serve until the next election of directors. Each director shall have one vote.

Section 2 – Regular meetings of the board shall be held a minimum of six times per year. Special meetings of the board may be called by the chair or upon request of a majority of the board. Notice of any meeting shall be delivered to each member of the board at least two days in advance of the meeting.

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

Section 4 – The chair of the board, or in the chair's absence the vice chair, shall act as the chairperson of any board meeting. If both are absent, the chair shall designate another board member to act as chairperson.

Section 5 – Any director may be removed by a two-thirds (2/3) vote of the directors for failure to contribute substantially or constructively to the functioning of the board or for behavior damaging to the reputation of the Chapter.

Section 6 – A vacancy in any director or officer position shall be filled until the next annual election by majority vote of the board.

ARTICLE V – BOARD NOMINATIONS AND ELECTIONS

Section 1 – Annually, the chair shall appoint a nominating committee of at least three individuals charged with recruiting a candidate for each open director position for approval by the board. The Chapter membership shall be given an opportunity to identify individuals for consideration by the nominating committee.

Section 2 – The board-approved slate of candidates shall be presented to the membership together with a call for additional nominations in early November, with nominations from members due mid-December. Each nomination from members shall include a brief statement from the nominee outlining the nominee's qualifications for office, and be signed by at least twenty-five (25) members in good standing as of November 1.

Section 3 – The names and nomination statements of all board-approved and member-nominated candidates shall appear on a ballot to be distributed to the Chapter membership in early January.

Section 4 – Ballots may be returned by mail or submitted electronically as specified by the board, with a due date in mid-February.

Section 5 – New directors shall assume office at the first board meeting following completion of the election.

Section 6 – In the first election following adoption of this article of the bylaws, all nine (9) director positions of the Chapter shall be open for election: three (3) positions for three- (3) year terms, three (3) positions for two- (2) year terms, and three (3) positions for one- (1) year terms. The election schedule may be modified as necessary to provide adequate response periods.

ARTICLE VI – OFFICERS

Section 1 – At the first board meeting following each annual election of directors, the board shall elect from among its members individuals to serve as chair, vice chair, secretary and treasurer. The positions of secretary and treasurer may be held by a single board member.

Section 2 – The chair of the board shall be president of the Chapter and an *ex officio* member of all committees. The duties of the president shall include oversight of the affairs of the Chapter subject to direction from the board.

Section 3 – The vice chair shall assist the chair in the carrying out his/her duties, and shall preside at all meetings in the absence of the chair.

Section 4 – The secretary shall keep a record of all proceedings of the board and the Chapter.

Section 5 – The treasurer shall have custody of the Chapter's funds; shall disburse the funds as may be ordered by the board; and shall present a financial report to the board at each regular board meeting, or as otherwise requested. The treasurer will be responsible for the preparation of an annual report of the financial condition of the Chapter.

ARTICLE VII – COMMITTEES

Section 1 – Committees of the Chapter shall include an executive committee composed of the board-elected officers, a finance committee, a sanctuaries committee and such other committees as determined necessary for the effective functioning of the Chapter. The executive committee shall have authority to act, as necessary, on matters between meetings of the board.

Section 2 – The board chair shall appoint committee chairs and approve committee members.

ARTICLE VIII – OFFICE OPERATIONS

Section 1 – The board of directors may hire an executive director to maintain an office for the Chapter and to carry out the day-to-day business of the Chapter. The executive director shall serve according to the direction of the board, attend board meetings as an *ex officio* non-voting member, and report all activities to the board.

Section 2 – The board of directors may authorize hiring additional office staff to assist the executive director or to carry out other functions for the Chapter as determined necessary by the board.

Section 3 – The executive director shall make recommendations to the board concerning the salary of the office staff and operating budget of the office.

ARTICLE IX – FINANCIAL RECORDS

Section 1 – The fiscal year of the Chapter shall be determined by the board of directors.

Section 2 – Annually, the board shall select an accounting firm or a two-member auditing committee, neither member of which is an officer of the board, to examine the financial records and assets of the Chapter and report its findings to the full board.

ARTICLE X – BOARD POLICIES AND PROCEDURES

Section 1 – The board of directors shall establish, maintain and have available, Chapter Board Policies and Procedures, which shall consist of those policies of the board that have continuing effect. These policies and procedures shall not conflict with the Chapter's Articles of Incorporation or the Chapter's bylaws.

ARTICLE XI – AMENDMENTS

The bylaws may be amended by vote of the Chapter membership as provided in Article III.

ARTICLE XII – DISCONTINUANCE

This Chapter reserves the right to terminate its chapter status on sixty (60) days notice, given in writing to the National Audubon Society, in which case all allocation of dues by National to this Chapter will cease on expiration of the sixty day period. This Chapter recognizes the right of National to terminate the chapter relationship on sixty (60) days notice given by it to this Chapter, in which case the members of this Chapter shall continue as members thereof for the balance of the term for which dues have been paid.

Upon dissolution of this Chapter, however accomplished, the assets of this Chapter remaining after payment of or provision for all debts and liabilities of this Chapter shall be donated to an organization or organizations, fund or funds, or foundation or foundations, having similar objectives and purposes as this Chapter, as the board of directors may designate. Provided however, that no part of the property or assets of this Chapter shall ever inure to the benefit of any director, officer, employee, or member thereof or to the benefit of any private individual; and provided further that none of the property or assets of this Chapter shall ever be donated to any organizations other than one organized and operated exclusively for charitable and environmental purposes.