

CONSTITUTION OF THE RUTLAND COUNTY AUDUBON SOCIETY

Our mission is to: Foster an enjoyment of birds and the preservation of their habitat.

ARTICLE 1: NAME

This organization shall be known as the Rutland County Audubon Society.

ARTICLE II: PURPOSE

Section 1. The purposes and objectives of this society shall be to engage in any such pursuits as may be part of the stated purposes of the National Audubon Society.

Section 2: In an effort to preserve the habitat of birds this society may acquire property or rights and interests in property in order to preserve agricultural, forestry and/or open space resources.

Section 3: This society is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gain, profits, or dividends to the members hereof, or to any private shareholder or individual. Property, assets, profits, and net income of this society are irrevocably dedicated to charitable purposes and no part of its property, assets, profit, or net income ever shall inure to the benefit or any director, officer, or member, or to the benefit or any shareholder or individual.

Section 4: No substantial part of the activities of the organization shall be carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

Section 5: Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501©(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501©(3) or corresponding provisions of any subsequent tax laws.

Section 6: No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization, or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

Section 7: Upon dissolution or abandonment, the assets of this society remaining after payment of all debts and liabilities of the society shall be donated to the National Audubon Society or its successor, or if it is unwilling or unable to accept said assets, then said assets shall be given to an organization having similar objectives and purposes as the National Audubon Society. Such distribution of assets shall be subject to the doctrine of cy pres.

Section 8: In any taxable year in which the organization is a private foundation as described in IRC 509(1), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), (b) retain any excess business holdings as defined in IRC 4943(c), (c) make any investments in such a manner as to subject the organization to tax under IRC 4944, or (d) make any taxable expenditure as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.

Section 9: The relationship between the Rutland County Audubon Society and the National Society shall be governed by the National Audubon Chapter Policy.

By-Laws of the Rutland County Audubon Society

ARTICLE 1: MEMBERSHIP

Section 1. Any person interested in the purposes of this society is eligible for membership.

Section 2. Classes of membership shall be covered by National Audubon Chapter policy and the policy of this chapter.

ARTICLE II: MEMBERSHIP MEETINGS

Section 1. The annual meeting of the Society shall be held in June, at which time new officers and directors shall be installed.

Section 2. Ten members in good standing shall constitute a quorum at any special or regular meeting.

Section 3. Special meetings may be called by the president or pursuant to a resolution of the Board of Directors. Thirty days written notice of special meetings shall be mailed to each member at his last known mailing address or notice may be given by posting the meeting on the chapter web site and and/or published in the local public media.

ARTICLE III: DIRECTORS

Section 1. The control of the Society shall be vested in a Board of Directors. The board shall determine Chapter Policy of the Society. The board shall consist of the officers and directors. It will be the aim of the board to maintain one third of its members with one year terms, one third with two year terms and one third with three year terms. Ideally, one third of the board shall be elected each year for terms of three years.

Section 2. No individual shall serve for more than two consecutive terms except in the case of a person who, after two terms, is then elected president. This individual may then serve both terms simultaneously. In the event of finding insufficient volunteers to fill positions, at the last regular meeting preceding the election, a majority of the board of directors may waive this requirement.

Section 3. Meetings of the Board of Directors shall be held as set in chapter policy.

Section 4. A majority of the board shall constitute a quorum.

Section 5. Special meetings of the board may be called by the president or upon request of a majority of the board.

Section 6. A vacancy of the officers or board of directors shall be filled by appointment of the president and confirmed by a majority vote of the directors, the appointee to hold office until the next regular election. In the event of a vacancy of the president the board will appoint a temporary replacement to act until the board fills the vacant position.

ARTICLE IV: OFFICERS

Section 1. Officers of the Society shall be a president, a vice-president, a secretary, and a treasurer. All officers shall be elected for a term of one year. The directors, as part of Chapter Policy may add new officer titles such as Co-president or others if deemed in the best interest of the society. These new titles will last until fiscal year end (June 30) when they will expire and may be reconsidered the following year.

Section 2. A vacancy occurring in any elected office shall be filled by majority vote of the directors, the appointee to hold office until the next regular election.

Section 3. The president shall be president of the Society and 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 his duties and preside in his absence at meetings.

Section 5. The secretary shall keep record of the meetings of the Society and shall conduct correspondence of the Society as directed by the directors.

Section 6. The treasurer shall have custody of the Society's funds. He/she shall disburse funds as authorized by the board. He/she shall report to the board at its regular meetings, or as requested. He/she shall prepare an annual report on the Society's financial position for distribution to the membership at the annual meeting, and shall send a copy of said report to the National Audubon Society. He/she may serve as chairman of the finance committee.

Section 7. Checks and drafts of the Society may be signed by the treasurer, the president or the vice-president.

ARTICLE V: NOMINATING COMMITTEE

Section 1. The directors shall appoint annually, prior to April 1, a nominating committee of not less than three members. The names of the nominating committee members shall be made known to the membership and any member may submit suggestions for nomination to the committee. The committee's goal will be to attempt to create a widely diverse group dedicated to carry out the mission of this Society.

Section 2. The nominating committee shall nominate candidates for officers and directors to succeed those whose terms expire at the next annual meeting one month prior to said meeting.

Section 3. Nothing herein shall prevent nominations from the floor at the time of the election of officers and directors.

ARTICLE VI: ELECTIONS

Section 1. Election of officers and directors shall take place at the annual meeting. They shall take office immediately upon election.

ARTICLE VII: COMMITTEES

Section 1. The president shall appoint chairpersons of committees as needed with the approval of the board. Such chairpersons shall select their own committee members.

Section 2. The president shall appoint a membership chairperson whose duties shall be to cooperate with the membership department of the National Audubon Society by such measures as obtaining names and addresses of potential members residing in the allotted area of this Society, and to conduct membership campaigns and attempt to obtain continuance of membership of those delinquent in payment of dues.

Section 3. Other committees may include those on:

Programs	Publicity
Conservation	Education
Field Trips	
Finance	

ARTICLE VIII: COMMITMENTS

This Society, its officers, and directors shall not make any commitment binding on the National Audubon Society, nor shall the National Audubon Society commit this Society.

ARTICLE IX: DISCONTINUANCE

This Society reserves the right to terminate its chapter status with the National Audubon Society upon six months' written notice to the National Audubon Society, in which case allocation of dues by the National Society to this Society shall cease at the end of the six months. This Society recognizes the right of the National Audubon Society to terminate chapter relationship of this Society upon six months' written notice, in which case the members of this Society shall continue as members of the National Audubon Society for the balance of the term for which their dues have been paid.

ARTICLE X: PARLIAMENTARY AUTHORITY

Matters not covered in this Constitution and By-laws shall be governed by [Robert's Rules of Order Newly Revised](#) .

ARTICLE XI: AMENDMENTS

This Constitution and By-laws may be amended by a majority vote of members in good standing present at any regular or special meeting provided a quorum is present and that notice of proposed amendments were mailed to the membership at least 30 days before such meeting. As an alternative to a mailing, this notice of amendment may also be posted on the Society's web site and/or published in the local public media.

RUTLAND COUNTY AUDUBON SOCIETY:
CERTIFICATE OF PASSAGE OF RESOLUTION

We, the undersigned, Roy Pilcher, co-president, Marvin Elliott, co-president and, Susan Elliott, Secretary of the RUTLAND COUNTY AUDUBON SOCIETY, do hereby certify that the above is a true and complete copy the Constitution and By-laws of the Society, adopted at a Special Meeting of the membership, duly called, notified and held at the Proctor Union Church Parish House, in the Town of Proctor, State of Vermont, on (date), a quorum being present.

Witness our hands in signature for the Society this (Insert date).

----- Co-president

----- Co-president

----- Secretary

Add a third Document (this is meant to be a sample and is not meant to be complete-that will be done in our monthly meetings)

Rutland County Audubon Society Chapter Policy

Policy adopted/revised (date)

Chapter Policies shall be established as required by the Constitution and By-Laws and whenever the board of directors finds a need to carry out routine transactions in a consistent manner.

1. Chapter policies shall be determined by the board of directors
2. Changes additions or deletions to policies shall be done with a majority vote of the directors, recorded in the minutes and added to this policy by the secretary (noting the date of the change).

1.Membership

There will be two classes of membership as follows:

- National member

The National Audubon Society will determine this class of membership.

- Friend member

This class will be a member of this chapter and not the National Audubon Society. The dues and benefits will be established by a majority vote of the board of directors. Friends may be members of the board of directors and hold any officers position.

The dues shall be \$10 per year with the year coinciding with the chapter's fiscal year.

2.Field Trips

- All field trips, whether by auto or walking, will be taken with concern for the safety of all participants. Each individual participant will assume full responsibility for his or her own personal safety and for his or her dependents.
- Every field trip shall have a trip leader or leaders
- Responsibility of leaders includes:
 - i. Determine the route, time and place of departure
 - ii. Caution participants of any known concerns
 - iii. Make determinations about weather related issues and communicate them to participants

3.Officers

- a. We will have the title co-presidents and not fill the vice president's position