

# **Blue Ridge Audubon Chapter**

## **BYLAWS**

**July 1, 2020**

### **Article I. Mission and Vision**

Section 1. The Mission Statement of the Blue Ridge Audubon Chapter, hereafter known as BRAC, is as follows: “Our mission is to protect birds and the places they depend on. We believe that a world in which birds thrive is a world that benefits all living things.”

Section 2. Blue Ridge Audubon’s Vision Statement is as follows: “Our vision is a vibrant and just community where the protection of birds and our natural world is valued by everyone.”

### **Article II. Membership**

Section 1. Any person interested in the purposes and objectives of BRAC is eligible for membership.

Section 2. The National Audubon Society, hereinafter known as the National Society, shall establish National Society membership dues. The BRAC Board of Directors may establish requirements, guidelines, and dues for chapter-only membership and newsletter subscriptions.

Section 3. Each member shall have the right to cast one (1) vote at the annual meeting and at any regular or special meeting of members on any motion that may be properly brought before such meeting, including the election of officers and directors at large.

Section 4. Membership dues shall be payable at the time of application and yearly thereafter.

Section 5. Should dues for renewal of membership not be paid within three (3) months after the due date, the membership will be terminated and the member removed from the rolls.

### **Article III. Membership Meetings**

Section 1. Regular meetings of the members shall be held monthly, March through June, and September through November.

Section 2. The annual meeting of members shall be held in June each year.

Section 3. At least thirty (30) days notice shall be given of any membership meeting at which BRAC business is to be transacted.

Section 4. Special meetings of membership may be called at any time they are deemed necessary by the Board.

Section 5. All voting members present at a given meeting shall constitute a quorum. The members may be present in person or by proxy.

#### **Article IV. Board of Directors**

Section 1. The Board of Directors of BRAC shall be responsible for conducting the business of BRAC. The Board shall consist of at least four (4) officers, three (3) directors at large. The immediate past president of BRAC shall serve one one-year term. All board members shall be members in good standing of the National Society and/or BRAC.

Section 2. The term "board member" shall apply to all members of the Board.

Section 3. Selection and Removal of Board Members

- A. Board members shall be elected by BRAC membership at the annual meetings as follows: president and secretary shall be elected in odd years; vice president and treasurer shall be elected in even years; directors at large may be elected in any year.
- B. Board members shall be elected for terms of two years by a plurality of BRAC members voting in person or by proxy.
- C. There is no limit on the number of times a director at large may be reelected.
- D. A board member may be removed from the Board by a two-thirds (2/3) vote of the Board at any time, with or without cause.
- E. If board membership does not meet the required levels as described in Article IV, Section I, the Board shall fill those vacancies by majority vote of the Board. Any board member elected in this way shall serve until the end of the term of the board member he or she replaces.

Section 4. Conduct of Board Business

- A. The Board of Directors shall meet at least five times each calendar year. Notice of the date, time and place of the meeting shall be published in the newsletter and on the website at least 30 days before the meeting.
- B. Special meetings of the Board may be called by the secretary upon request of the majority of the Board, or by the president. Notice of a special meeting may be given in person, by telephone, or by email.
- C. A majority of the board members of record shall constitute a quorum at any meeting of the Board.
- D. The president or, if the president is absent, the vice president, shall preside at any meeting of the Board. In the absence of both the president and vice president, the Board shall designate another member of the Board to preside.
- E. When considered necessary by the president or, in the president's absence, by at least two officers, board business may be conducted between board meetings by email. Usual parliamentary procedure will be observed. A majority of *all* board members of record is required for a motion to pass. Emails of board members containing motions or casting votes should be sent simultaneously to all board members.

## **Article V. Officers**

- Section 1. The officers of BRAC shall be a president, a vice president, a secretary and a treasurer, and such other officers as may be determined by the board of directors.
- Section 2. The president, vice president and treasurer shall serve two-year terms, and no individual may hold the same office for more than three (3) consecutive terms. The secretary shall serve a two-year term and may serve an unlimited number of terms.
- Section 3. The president shall direct the affairs of BRAC as its executive head and shall supervise all phases of its activities. The president shall also be a non-voting member of all committees and task forces. The president, when present, shall preside at membership meetings.
- Section 5. The vice president shall assist the president to carry out his or her duties, and in the absence of the president, the vice president shall direct the affairs of the society and shall supervise all phases of its activities, and shall preside at membership meetings.
- Section 6. The secretary shall keep a record of all meetings of the Board and send

the minutes to all directors prior to the next board meeting. The secretary shall also record all email motions and the outcome of such votes.

Section 7. The treasurer shall have custody of BRAC's funds. The treasurer shall disburse such funds as ordered by the Board. Checks and drafts of BRAC may be signed by either the president or the treasurer. The treasurer shall provide a written report at each regular meeting of the Board of Directors. The treasurer shall prepare and distribute to the membership an annual financial report. The treasurer shall prepare a proposed budget for the coming year, which shall be reviewed and voted upon by the Board.

Section 8. All officers, board members and committee chairs shall follow the document management guidelines as adopted by the Board, to retain meeting minutes, treasurer reports, contracts and other official documents.

#### **Article VI. Nominating Committee**

Section 1. The Board of Directors shall annually appoint, not later than four (4) months prior to the next annual meeting of members, a nominating committee, to consist of no fewer than three (3) members. The names of the members of the nominating committee shall be made known to the members through the BRAC newsletter and at the next regular meeting of members after the committee is appointed. Suggestions for nominations of officers and directors at large may be submitted to the nominating committee by any member of BRAC.

Section 2. The nominating committee shall nominate members to succeed those board members or officers whose terms expire at the next annual meeting. After the slate receives board approval, nominees shall be presented to the membership in BRAC's newsletter and at the regular meeting of members immediately prior to the annual meeting.

Section 3. With the nominee's consent, members may make nominations from the floor at the annual meeting.

#### **Article VII. Other Committees**

Section 1. The president shall appoint chairpersons or co-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 (1) year, or until their successors are appointed. Committee chairs may be appointed from the current board members or the general membership.

Section 2. The president, with the approval of the Board of Directors, may appoint special or task force committees whose terms of office shall be determined by the length of the assignment to be done.

Section 3. The standing committees shall include the following:

- Finance Committee
- Fundraising Committee
- Membership Committee
- Publicity and Publications Committee
- Beaver Lake Bird Sanctuary Committee
- Advocacy, Conservation and Education Committee

#### **Article VIII. Commitments**

BRAC 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 BRAC, enter into any commitments binding upon BRAC.

#### **Article IX. Discontinuance**

BRAC may terminate its status as a Chapter of the National Society, and the National Society may terminate the status of BRAC 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. Amendments**

The bylaws may be amended by a majority vote of the members present in person or by proxy at any regular or special meeting of members duly called pursuant to the provisions of Article III, sections 3 and 4 hereinabove. The notice of such meeting shall recite the wording of each amendment. The Board of Directors shall approve all amendments prior to submission to the general membership.

#### **Article XI. Construction**

The bylaws shall be construed under the laws of the state of North Carolina.

#### Revision Control

- Original document released typed format- March 12, 1987
- Document converted to electronic Word document-December 6, 2001
- Document proposed for substantial amendment-April 7, 2004
- Document approved at annual meeting of membership-June 15, 2004
- Document proposed for substantial amendment-April 7, 2010
- Document approved at annual meeting of membership-June 15, 2010
- Document approved, with amendment to Article III Section I, at annual meeting of membership-June 21, 2011
- Document proposed for substantial amendment-April 2, 2013
- Document approved at annual meeting of membership-June 18, 2013

Document proposed for substantial amendment-June 6, 2017

Document approved at annual meeting of membership-June 18, 2017

Document proposed for substantial amendment-June 15, 2020

Document approved by online form vote of membership-July 1, 2020