

**PROPOSED AMENDMENTS  
TO BYLAWS OF  
PELICAN ISLAND AUDUBON SOCIETY**

**Bylaw history**

Current bylaws were adopted at the regular meeting of the Pelican Island Audubon Society on 15 March 1982. Two-thirds or more of those members present approved the amendments on 19 April 1982. Modified and adopted at 19 May 2008 general meeting.

**Article I -- NAME AND AFFILIATION**

This organization shall be a non-profit organization known as Pelican Island Audubon Society, with headquarters in Indian River County, Florida and it shall be a chapter of Florida Audubon Society. 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 Organization, enter into any commitments binding upon this Society. This Society may terminate its status as a Chapter of the National Society, and the National Society may terminate the status of this 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 II -- MISSION**

The mission of the Society is to preserve and protect animals, plants and natural communities through advocacy, education and public awareness.

**Article III -- MEMBERSHIP**

Section 1 -- Membership in Pelican Island Audubon Society shall consist of two categories of members: National Members and Chapter-Only Members. National Members shall be members of the Pelican Island Audubon Society, Florida Audubon Society and of the National Audubon Society, and shall pay annual dues to National Audubon. Chapter-Only Members shall be members of the Pelican Island Audubon Society only. National dues are established by National Audubon. Chapter-Only dues shall be established by the Board of Directors of this Society and these monies are to remain in the chapter.

Grand Harbor Audubon Society and each other affiliate of Pelican Island Audubon Society designated as such by this Board shall constitute Committees of Pelican Island Audubon Society for all purposes of these by-laws and all of the members of each such affiliate shall be members of Pelican Island Audubon Society for all such purposes

**Article IV -- MEETINGS**

Section 1 -- Regular monthly meetings of the Society shall be held from September through May each year.

Section 2 -- The Annual Meeting of the Society shall be held during the regular monthly meeting in March. Elections shall be held and Society business reports shall be presented at the Annual Meeting.

**Article V -- BOARD OF DIRECTORS**

Section 1 -- Control and conduct of the property and business of the Society shall be vested in a Board of Directors. The Board shall also determine the policies of the Society.

Section 2 -- The Board of Directors shall be comprised of six officers and six directors elected at Annual Meetings. Each year two of the six elected directors shall be elected for a three-year term. The Board may appoint additional directors, each to serve a one-year term. All directors may serve consecutive terms. Vacancies may be temporarily filled by the Board until the next Annual Meeting. Elected directors and officers shall assume their duties immediately following the close of the Annual Meeting at which they were elected. The board may fill vacancies by appointment until the next Annual Meeting.

Section 3 -- Regular meetings of the Board shall be held monthly from September through May on dates preceding the Society's General Meeting. Additional meetings may be called by the President when deemed necessary.

Section 4 -- One-third of the membership of the Board shall constitute a quorum for the transaction of business.

Section 5 -- Board members are expected to attend Board Meetings in order to insure the quorum requirement necessary to carry on the work of the chapter and to provide oversight of the chapter's activities and affairs. Failure to regularly attend Board Meetings jeopardizes the Directors' fiduciary responsibilities. When Board members have a conflict, which prevents attendance, it is the member's responsibility to notify the President of such a conflict. Telephone/video conferencing may be acceptable, provided this method does not hinder or impair the timeliness of the meeting. Board members with three (3) un-notified absences during the term may be subject to review by the Executive Committee, which can recommend to the full Board that the Board member be allowed to resign. The Board members resignation letter is to be received within two (2) weeks of notification. If no letter of resignation is received, the Board may vote to terminate his/her position at the next available meeting.

#### **Article VI -- OFFICERS**

Section 1 -- The elected officers of the Society shall consist of a President, a First Vice-President, a Second Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer. The officers shall assume their duties immediately following the close of the Annual Meeting, and shall serve terms of two years. Officers may serve consecutive terms. In case of a vacancy occurring among the officers before the end of term, the vacancy may be filled by the Board for the balance of the term.

Section 2 -- The Board may appoint an Assistant Treasurer to assist in performance of the Treasurer's duties.

Section 3 -- The President shall preside at all meetings of the Society, including meetings of the Board, and shall supervise all phases of the Society's work in accordance with the policies of the Board. The President shall appoint committees as necessary, and shall appoint the chairs of all Committees.

Section 4 -- The First Vice-President shall preside at meetings and perform the duties of the President in the absence or inability of the President and shall chair one of the Committees.

Section 5 -- The Second Vice-President shall perform the duties of the President in the absence or inability of the President and First Vice-President, and shall chair one of the Committees.

Section 6 -- The Recording Secretary shall keep a record of all the proceedings of meetings of the Society and the Board.

Section 7 -- The Corresponding Secretary shall conduct and preserve correspondence relating to the Society, and perform such other duties as the Board directs.

Section 8 -- The Treasurer shall receive and be the custodian of all the monies of the Society, and shall deposit all such funds in the name and credit of the Society in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Society as may be ordered by the Board, taking proper vouchers therefore, and shall render upon request of the Board an account of all transactions as Treasurer and of the financial condition of the Society. The Treasurer shall submit an audited report of the Society's financial condition at the Annual Meeting.

#### **Article VII -- EXECUTIVE COMMITTEE**

Section 1: The Executive Committee shall consist of the President, First or Second Vice-Presidents, the Treasurer, Corresponding Secretary, and one member of the Board of Directors to be appointed by the President. A quorum shall consist of three members.

Section 2 -- The Executive Committee shall determine periodical subscriptions and memberships in other organizations to be purchased in the Society's behalf, pursuant to Board policy, and shall make recommendations to the Board regarding other requests for donations or financial assistance from the Society.

Section 3 -- The Executive Committee shall prepare the annual budget for approval by the Board of Directors.

Section 4 -- In an emergency, the Executive Committee shall be authorized to make policy and administrative decisions for the Board, upon agreement of at least three of the five Committee members. All such decisions are subject to approval at the next Board meeting.

Section 5: The Executive Committee is responsible for the management of the Society's office and employed personnel, including hiring and dismissal of persons employed by the Society, their salaries, insurance and other financial benefits and insurance for the organization's liability and property. The Committee's decisions on these matters are to be reported to the Board. The responsibilities listed here are not to be regarded as exclusive of other related business functions.

### **Article VIII – ADVISORY BOARD**

Section 1: The Board of Directors may appoint an Advisory Board.

Section 2: There shall be no limit to the number of members the Board may appoint to the Advisory Board or to their terms of office.

Section 3: Duties of members of the Advisory Board shall be determined by the Board of Directors, dependent upon situations for which the Organization would benefit from the special skills, experience or education of one or more of its members.

Section 4: The Advisory Board is not required to hold meetings or to report to the Board of Directors, but may do so at its discretion.

### **Article IX – AUDITING COMMITTEE**

Section 1 – The Board shall annually appoint an Auditing Committee consisting of two members of the Society, who are not Directors, to report at the Annual Meeting upon the character and accuracy of the treasurer's financial records and reports.

Section 2 – If so directed by the Board, the Auditing Committee shall obtain a professional, independent audit of the Treasurer's financial records and report upon which to base its report.

### **Article X -- AWARDS COMMITTEE**

Section 1 -- The Board shall appoint annually an Awards Committee, including at least three members, who shall nominate recipients for the Conservationist of the Year Award, the Environmental Educator Award, the Environmental Landscaping Award, the President's Award, the Special Service Award and any other awards to be bestowed by the Society. Their nominations shall be submitted to the Board for a vote at the March Board meeting, with the awards being presented at the Annual Meeting.

Section 2 -- The Awards Committee shall be responsible for selecting appropriate awards to be presented to each recipient.

Section 3 -- The Awards Committee is not required to nominate recipients for each award traditionally bestowed, nor is the Committee limited to presenting nominations for traditional awards.

## **Article XI -- NOMINATING COMMITTEE**

Section 1 -- At the regularly scheduled Society meeting in January of each year, the Society shall elect two members who are not Directors to serve on a Nominating Committee for the upcoming elections. At the regularly scheduled Board meeting in January of each year, the Board shall appoint one of its members whose term is not expiring to chair the Nominating Committee. The names of the three Committee members shall then be made known to the members of the Society through an announcement of the nominating committee members in the newsletter and suggestions for nominations for the Board of Directors and offices may be submitted to the Committee by any member of the Society.

Section 2 -- The Committee shall nominate candidates for the Board of Directors, and for officers of the Society, to succeed those whose terms of office will expire at the next Annual Meeting. Its report shall be presented at the Annual Meeting.

Section 3 -- If any member of the Nominating Committee shall be unable to serve, then the Board shall fill the vacancy.

Section 4 -- Nominations of members for the Board of Directors or Society offices may be made from the floor during the meeting at which elections are to be held.

## **Article XII -- BUDGET, COMMITTEE FINANCES, AND DISBURSEMENTS**

Section 1 -- The annual budget shall be approved by the Board, and shall serve as a guide for expenditure of Society funds as recommended by the Executive Committee and approved by the Board. The budget may be amended at any meeting of the Board by majority vote of Directors present.

Section 2 -- All drafts and checks of the Society's operating account only shall be signed by one officer, the Treasurer, Assistant Treasurer, the President, or a Vice President. All drafts and checks for any other of the Society's accounts shall be approved by two officers, one of who shall be the Treasurer, or Assistant Treasurer, and the other being the President, or Vice President.

## **Article XIII -- AMENDMENTS**

Section 1 -- These By-Laws may be amended at any regular meeting of the Society by a two-thirds vote of those members present and voting, provided notice of the proposed amendments has been given at the previous meeting.