

# **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. Modified and adopted at **18 March 2013 annual meeting. Modified and adopted at 27 March 2023.**

## **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 in Indian River County, and the land and water on which they depend, 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.

## **Article IV -- MEETINGS**

Section 1 -- Regular monthly meetings of the Society shall be held from September through May each year, subject to necessary cancellations or additions. The regular meetings shall be held at the Community Center in Vero Beach, unless otherwise noted.

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 (may be referred herein as "Board Members" or the "Board"). 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 Board Chair when deemed necessary.

Section 4 -- One-half of the membership of the Board shall constitute a quorum for the transaction of business and unless otherwise noted, a majority vote is required to act.

Section 5 -- Board members are expected to attend Board Meetings in order to ensure 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 Board Chair 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. Any Board Member may be removed by 2/3rds vote of the Board.

Individuals suggested as new Board members, either appointed or elected, should have their credentials reviewed and approved by the Board.

## **Article VI -- OFFICERS**

Section 1 -- The elected officers of the Society shall consist of a Board Chair, a First Vice- Board Chair, a Second Vice-Board Chair, 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 Board Chair shall preside at all meetings of the Society, including meetings of the Board, and shall provide guidance to all phases of the Society's work in accordance with the policies of the Board. The Board Chair shall appoint committees as necessary, and shall appoint the chairs of all Committees.

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

Section 5 -- The Second Vice- Board Chair shall perform the duties of the Board Chair in the absence or inability of the Board Chair and First Vice- Board Chair, 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 Board Chair, First and Second Vice- Board Chair, the Treasurer, Corresponding Secretary, and one member of the Board of Directors to be appointed by the Board Chair. A quorum shall consist of four members, of which a majority is required to act.

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 a situation requiring immediate action, the Executive Committee shall be authorized to make policy and administrative decisions for the Board. 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, notwithstanding those responsibilities reserved for the Executive Director and Board Chair.

#### **Article VIII – ADVISORY BOARD**

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

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

Section 3: Duties of members of the Advisory Boards 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 Boards are not required to hold meetings or to report to the Board of Directors but may do so at its discretion.

Section 5: Advisory Boards may take the form of various committees to oversee projects.

#### **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 Board Chair'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 the Executive Director or in the absence of the Executive Director (or upon approval by the Executive Director), signed by the Board Chair. Only upon approval by the Board shall funds from the Society's investment or endowment accounts be transferred to the operating account.

**Article XIII -- AMENDMENTS**

Section 1 -- These Bylaws 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.

## **ARTICLE XIV -- EXECUTIVE DIRECTOR**

Section 1 – General duties: The Executive Director is the chief officer who will provide leadership, management, fundraising, communications, planning, strategic planning, marketing, problem- solving and development activities. The Executive Director manages the day-to-day operations of the Society.

Section 2 – The Executive Director reports to the Board and is an ex-officio member of the Board. The Executive Director communicates with the Board Chair on a regular basis to discuss operational aspects of the Society.

Section 3 – The Executive Director's performance is evaluated no less than annually by the Board.

Section 4 – Duties include but are not limited to the following:

- a. Develop and manage the Society's annual operations budget, as well as train and supervise staff;
- b. Develop a strategic focus, actively plan and implement a dynamic program to fulfill Pelican Island Audubon Society's mission and vision;
- c. Manage Audubon House and other real and personal property to keep them safe and in good working condition;
- d. Assist in the representation of the Society and its mission to members, funders, community leaders, news media;
- e. Achieve annual revenue goals, identifying and soliciting funding from sources including foundations, corporate and individual donor support, and manage the operational budget, reporting monthly Profit and Loss statements;
- f. Work with the Board on policy and advocacy initiatives;
- g. Other duties as assigned by the Board;
- h. Provides a monthly progress report to the Board before the monthly Board meeting;
- i. The Society's Board has granted limited signing authority to the Executive Director so that the Executive Director is authorized to make, execute, endorse in the name of and on behalf of Pelican Island Audubon Society written instruments, agreements, documents, transfers, assignments, contracts, obligations, certificates and other instruments. This power shall not include the power to execute deeds and powers of attorney without express Board approval as identified in both approved meeting minutes and a Board resolution. Obligations greater than five-thousand dollars (\$5,000.00) requires Board approval.

## **ARTICLE XV BOARD CHAIR**

Section 1 – General Duties: The Board Chair shall preside at all meetings of the Board, and provide guidance when requested by the Board on all phases of the Society's work in accordance with the policies of the Board.

Section 2 –The primary function of the Board Chair is to manage the Board, distinct from the primary duties of the Executive Director who is responsible for the administration of the organization.

Section 3 – Duties of the Board Chair include the following:

- a. Interact with the executive director to ensure Bylaws, along with Board policies and directives, are being carried out. Respectfully raise concerns regarding Pelican Island Audubon Society operations for the Executive Director's consideration.
- b. Lead annual review process;
- c. Lead the Board to approve and champion the strategic vision, direction and plan, and ensure regular monitoring;

- d. Design board meetings that allow for robust engagement by the full Board;
- e. With the Executive Director, ensure the budget and all assumptions are clearly understood by all Board members;
- f. Hold Board members accountable for the array of responsibilities for which they have volunteered;
- g. Ensure that Board members have the resources needed for successful execution of duties;
- h. With the Executive Director, define the skills, expertise and attributes necessary for the Board to carry out its mission and approved strategy;
- i. Assist the Executive Director in coming up with new project concepts including ways to implement the new projects and presenting those projects to the Board.
- j. Suggest prospective Board members who will provide additional expertise and resources to further the progress of the chapter.