SOUTHERN MARYLAND AUDUBON SOCIETY
CONSTITUTION AND BYLAWS

The Southern Maryland Audubon Society Constitution and Bylaws was last amended and approved in June 2002. Proposed amendments, hereby submitted to membership in May 2022 for approval at the Annual Meeting June 5, 2022, are explained below each section in bold.

CONSTITUTION

ARTICLE 1: NAME

The organization shall be known as the Southern Maryland Audubon Society (hereinafter called the SOCIETY).

(Changed. Article I now states the NAME of the SOCIETY; the June 2002 statement omitted the definition of NAME).

ARTICLE II: PURPOSE AND POLICY

Section 1. The relationship between this SOCIETY and the NATIONAL AUDUBON SOCIETY shall be governed by the Chapter Policy. (The Chapter Policy supersedes provisions hereinafter that may vary from it.) (This Article was added June, 2002). (Change: Chapter Purpose and Policy description was previously shown under NAME; now located under ARTICLE II: PURPOSE AND POLICY).

Section 2. The purpose and objective of this SOCIETY shall be to engage in any such educational, scientific, investigative, literary, historical, and charitable pursuits as may be part of the stated purposes of the NATIONAL AUDUBON SOCIETY, of which this SOCIETY shall function as a chapter. (No change.)

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 gains, profits, or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits, and net income of this SOCIETY are irrevocably dedicated to charitable purposes and no part of the property, assets, profits, or net income of this SOCIETY shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution, or abandonment, the assets of this SOCIETY remaining after payment of or provision for all debts and liabilities of this SOCIETY, shall be donated to NATIONAL AUDUBON SOCIETY, Inc. or its successor, or, if unwilling or unable to accept said donation, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objects and purposes as this SOCIETY, as the Board of Directors of this SOCIETY may designate, subject to the order of a Court as provided by law; provided that none of such assets shall be donated to any organization other than one organized and operated exclusively for charitable purposes as presently set forth in section 501 (C) (3) of the Internal Revenue Code. (No change.)
Section 4. No substantial part of the SOCIETY’S activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the SOCIETY participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. (No change.)

BYLAWS

ARTICLE I. MEMBERSHIP

Section 1. Any person interested in the purposes of the SOCIETY is eligible to apply for membership. (No change.)

Section 2. The two classes of membership shall be (1) dual membership in the NATIONAL AUDUBON SOCIETY and this SOCIETY, and (2) local membership in this SOCIETY. NATIONAL AUDUBON SOCIETY members that are within our jurisdiction (as defined by the NATIONAL AUDUBON SOCIETY) are automatically members of this SOCIETY. (Changed: reflects two types of membership now.)

Section 3. National membership dues are set by the NATIONAL AUDUBON SOCIETY. Local membership dues shall be set by this SOCIETY’S Board of Directors. (Changed: reflects two types of membership now.)

Section 4. Each member shall have the right to cast one vote at the Annual Meeting or at regular or special meetings of members on any motion that may properly be brought before such meeting, including the election of Officers and Directors, as stated by the Bylaws. (Added to reflect rights of membership as stated under Elections.)

Section 5. The SOCIETY dues shall be payable at the time of application and shall be paid annually thereafter, unless the membership class, as established by the Board of Directors, provides for a different interval for dues payment for the membership duration. Lifetime memberships may be offered, with the corresponding dollar amount to be determined by the Board. Membership payment may be made via the chapter website, check, or any means determined by the Board. (Changed wording slightly.)

Section 6. If LOCAL CHAPTER membership dues are not received within six months of the renewal date, a member may be removed from the chapter membership roster. (Changed to reflect local chapter dues.)

(ARTICLE I to be approved June 2022 and supersedes the previous June 2002 version).

ARTICLE II. MEETINGS
Section 1. Regular meetings of the SOCIETY shall be held as determined by the President in consultation with the Board of Directors. *(No change.)*

Section 2. The Annual Meeting of the SOCIETY may be held in June, at which time new officers will be installed and take office. The Board of Directors shall determine the actual date of this Annual Meeting, with at least ten days’ notice to the membership. *(Changed to may vs shall regarding June date in case local or national events deem the change to be necessary.)*

Section 3. Transaction of business at any duly called regular or special meeting, including the Annual Meeting, may proceed allowing for twenty-five members in good standing and/or a fair member representation is present. Fair representation to be defined as an average of monthly meetings from the previous fiscal year, plus or minus 10%. *(Redefining quorum for transaction of business.)*

Section 4. Special meetings may be called by the President, or pursuant to a resolution of the Board. Notification of such meetings shall be emailed and/or posted on the SOCIETY’s website at least ten days before said meeting. *(Removal of USPS mail, adding email and website.)*

Section 5. In the event that circumstances do not permit in-person meetings (regular, special, or annual), the President/Chair may utilize other means, including but not limited to email or online meeting platforms, to conduct business of the SOCIETY. *(New. Section 5 of Article II to be incorporated and voted for approval June 2022.)* *(ARTICLE II TO BE APPROVED June 2022 and supersedes the previous June 2002 version.)*

**ARTICLE III. BOARD OF DIRECTORS**

Section 1. The control and conduct of business of the SOCIETY shall be vested in its Board of Directors. The Board shall determine the policies of the SOCIETY. The Board shall include (a) the elected officers (b) Chairs of Standing Committees, and (c) not more than six (6) Directors elected by members for a term of three years, or until their successors are installed, but no more than six years (two consecutive three-year terms). At each annual election an attempt should be made to elect one-third (2) new Directors. The immediate past President shall serve as a Director for one year. *(Changed Chairman to Chair, adding more flexible term limits. Made an exception to officer position of Treasurer.)*

Section 2. Directors, Committee Chairs, and Committee Members must adhere to ethical standards and to the fiduciary responsibilities the positions require. All Directors and Committee members must prioritize the interests of the organization over their personal or business affairs, stay informed about the affairs of the SOCIETY, and not miss more than three consecutive meetings. Directors may be removed from office at a special Board meeting, called by the President or another Director, expressly for the purpose of voting for the removal of a Director by simple majority. Reasons for removal may be (a) has been declared of unsound mind by a final court order, (b) has been convicted of a felony, (c) has been found to have breached a standard of conduct deemed unacceptable by the Board of Directors. Committee Chairs may be removed by the President, with the new appointment approved by the Board of Directors.
(New section to set a code of conduct, allow for removal of directors, and to codify the process to change or remove committee chairs.)

Section 3. Regular meetings of the Board shall be open to all members and may be held from September through May, on a regular time as determined by the President in consultation with the Board of directors. *(Change from second Monday of each month, adding flexibility for future needs.)*

Section 4. A majority of the Board shall constitute a quorum at any meeting. *(No change.)*

Section 5. Special meetings of the Board may be called by the President or upon request of a majority of the Board. *(No change.)*

*(ARTICLE III to be approved June 2022 and supersede the previous June 2002 version.)*

ARTICLE IV. OFFICERS

Section 1. The elected Officers of the SOCIETY shall be a President, a Vice President, a Secretary, and a Treasurer, and such other Officers as may be determined and approved by the Board of Directors. All Officers shall serve for one (1) year terms, but no more than three (3) consecutive terms, with exception to the officer position of Treasurer. *(Changed, adding exception to consider additional positions such as executive officer and removal of term limits for Treasurer.)*

Section 2. A vacancy in any office other than that of the President shall be filled by the majority vote of the Board of Directors to hold office until the next Annual Meeting at which time the office shall be filled as per normal rules. In the case of a vacancy in the office of the President, the Vice President shall immediately succeed to the office of the President. *(No change.)*

Section 3. The President shall be the President of the SOCIETY, Chair of the Board of Directors, and *ex-officio* member of all committees, and shall perform all other duties associated with the office of President. *(Changed: Chairman to Chair.)*

Section 4. The Vice President shall assist the President in the carrying out of duties and shall preside at all meetings in the absence of the President. The Vice President *may* be designated by the President to Chair one of the Standing Committees. *(Changed: shall changed to may for flexibility, removed his.)*

Section 5. The Secretary shall keep a record of all proceedings of the Board and the SOCIETY and *may* assist with correspondence of the SOCIETY. *(Changed: shall replaced with may for flexibility.)*

Section 6. The Treasurer shall have custody of the SOCIETY’s funds. The Treasurer shall disburse the funds as approved by the Board or disburse expenditures which have already been approved and stated in the annual budget. The Treasurer shall report to the Board of Directors at regular Board meetings, or as requested. The Treasurer will file an annual Treasurer report to the NATIONAL AUDUBON SOCIETY as they designate. The Treasurer shall serve as Finance Committee Chair if such position was not filled by the SOCIETY. *(Changed: replaced the word he with the Treasurer.)*
Section 7. All checks and drafts of the SOCIETY may be signed by the Treasurer, the President, Vice President, or an officer of the SOCIETY. A secondary signature shall be on file at the banking institution by one of the determined officers. (No change.)

(ARTICLE IV to be approved June 2022 and supersedes the previous June 2002 version.)

ARTICLE V: NOMINATING COMMITTEE

Section 1. The Board of Directors shall annually appoint 60 days prior to the annual election a Nominating Committee to consist of not fewer than two (2) members, and the President ex-officio. The names of the members of the Nominating Committee shall be made known to the membership of the SOCIETY and suggestions for nominations for officers may be submitted by any members of the SOCIETY in writing no later than May 15th. (Changed to 60 days prior vs March 1; allows more flexibility and modern communication is faster. Add May 15 for suggestions to be submitted.)

Section 2. The Nominating Committee shall recommend candidates for vacancies in Officer and Director positions. The Committee shall present the slate of candidates to the membership at the Annual Meeting. (Revised wording but intended meaning the same.)

Section 3. Nothing herein contained shall prevent nominations of officers and directors from the floor at the time of the Annual Meeting, at which time elections are to be held. (No change.)

(ARTICLE V to be approved June 2022 and supersedes the previous June 2002 version.)

ARTICLE VI. ELECTIONS

Section 1. The election of officers and directors shall take place at the Annual Meeting. The officers and directors will be installed at the Annual Meeting. (No change.)

Section 2. Nominations of officers and directors shall be presented by the nominating committee for election at the Annual Meeting. (No change.)

(ARTICLE VI to be approved June 2022 and supersedes the previous June 2002 version.)

ARTICLE VII. COMMITTEES

Section 1. The President, with the approval of the Board of Directors, shall appoint Chairs 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 year or until their successors are appointed. Standing committees may be composed of one, or a maximum of five members. (Changed: Chairmen to Chairs, and Committees shall be composed of a minimum of three members, reduced to one, maximum of five.)
Section 2. The President, with the approval of the Board of Directors, may appoint Special or Task Force Committees whose term of office will be determined by the length of the assignment to be done.

Section 3. Standing Committees of the SOCIETY may be as follows, and any other such Committees as become necessary to carry out the functions of the SOCIETY.

MEMBERSHIP COMMITTEE
The President shall appoint a Membership Committee Chair. It shall be the duty of this Committee to abide by the Bylaws, Article I as stated. (Changed: Chairman to Chair. Duties now refer to Bylaws, Article 1.)

PROGRAM COMMITTEE
The President shall appoint a Program Committee Chair. It shall be the duty of the Chair to make all plans and arrangements for the Monthly Program Meetings of the SOCIETY. It may promote interest and appreciation of the avian and natural world through lectures, discussions, exhibits, publications, and meetings. (Changed: Chairman to chair. Added Monthly Program Meetings to replace regular meetings. Added focus to promote interest and appreciation to avian and natural world.)

CONSERVATION COMMITTEE
The President shall appoint a Conservation Committee Chair. It shall be the duty of this committee to keep informed on local, state, and national governmental policies and actions affecting natural environment and the conservation of natural resources, to advise the Board of Directors, and to assist in carrying out the policies of the SOCIETY. The Conservation Chair may advise the Board for an annual establishment of special or task force subcommittees as necessitated by current conservation needs, to be approved by the Board of Directors.

It may be the duty of this committee to endeavor to coordinate its actions with the policies and activities of the NATIONAL AUDUBON SOCIETY insofar as conservation measures and policies of national scope are concerned and to keep the NATIONAL AUDUBON SOCIETY informed of such actions. (Changed: Chairman to Chair. May advise regarding special or task force subcommittee formation. Shall changed to may regarding National Audubon Society.)

FIELD TRIP COMMITTEE
The President shall appoint a Field Trip Committee Chair. It shall be the duty of this committee to plan, organize, and arrange for field trips that may be participated in not only by members of the SOCIETY, but also by non-members and friends. (No change.)
SOCIAL (OR HOSPITALITY) COMMITTEE

(Changed. SOCIAL/HOSPITALITY Committee is being removed as a Standing Committee, now to be formed only as a Special Committee by the President.)

PUBLICITY AND SOCIAL MEDIA COMMITTEE

The President shall appoint a Publicity and Social Media Chair. It shall be the duty of this Committee to publicize—through any available media sources such as newspaper, magazines, radio, email, text, or social media—any upcoming events, activities, fundraisers, or educational information of the SOCIETY. (Changed. Now includes the word social media, newer means of communication, and more types of information).

EDUCATION COMMITTEE

The President shall appoint an Education Chair. It may be the duty of this committee to coordinate scholarships for avian education, and any other avian and/or environmental educational pursuits. (Changed. Now more general.)

PUBLICATIONS COMMITTEE

The President shall appoint a Publication Committee Chair. It may be the duty of this committee to publish a bulletin or newsletter for the members of the local SOCIETY and to prepare any other publications helpful to the ongoing mission and objectives of the SOCIETY. (Changed: slight rewording.)

FINANCE COMMITTEE

The President shall appoint a Finance Committee Chair. It may be the duty of this committee to plan the annual budget of the SOCIETY, to assist the Treasurer in the preparation of financial reports, and to make recommendations and carry out plans for obtaining financial support for the SOCIETY. (Changed shall to may.)

(ARTICLE VII to be approved June 2022 and supersedes the previous June 2002 version.)

ARTICLE VIII. COMMITMENTS

This SOCIETY, or its Board of Directors, shall not enter into any commitments binding on the National Audubon Society without authorization from the latter. In like manner, the National Audubon Society shall make no commitments binding on this SOCIETY without its consent. (Change from Article IX to VIII.)
ARTICLE IX. DISCONTINUENCE

This SOCIETY reserves the right to terminate its chapter status on six months’ notice, given in writing to the National Audubon Society, in which case all allocations of dues by the National Audubon Society to this SOCIETY will cease on expiration the six months’ period. This SOCIETY recognizes the right of the National Audubon Society to terminate the chapter relationship on six months’ notice, given by it to the SOCIETY in which case the members of the SOCIETY shall continue as members thereof for the balance of the term for which the dues have been paid. (Changed from Article X to IX.)

ARTICLE X. PARLIAMENTARY AUTHORITY

In matters not covered by these Bylaws, Robert’s Rules of Order shall govern. (Changed from Article XI to X.)

ARTICLE XI. AMENDMENTS

The Constitution and Bylaws may be amended by a majority vote of members in good standing present at the Annual Meeting, regular monthly meeting, or special meeting of membership, provided a fair representation of membership is in attendance. Fair representation may be determined to be an average of monthly meetings from the previous fiscal year, plus or minus 10%. The amendments shall be accepted with an affirmative vote of three-fifths of members attending. Notification of such amendments shall be emailed, and/or posted on the SOCIETY’s website at least fifteen days before said meeting. (Changed. Article XII to XI. New definition of quorum. New means of informing members by email and website.)

(Article XI to be approved June 2022 and supersedes the previous June 2002 version.)