

BY-LAWS OF THE ST. LOUIS AUDUBON SOCIETY
As approved by the members present at the Annual Meeting of April 25, 2018

ARTICLE I: MEMBERSHIP

- Section 1. Any person interested in the purposes of the St. Louis Audubon Society, hereafter referred to as the Society, is eligible for membership.
- Section 2. Membership in the National Audubon Society shall also include membership in the St. Louis Audubon Society for those residing in Zip Codes assigned to St. Louis Audubon Society by the National Audubon Society.
- Section 3. St. Louis Audubon Society may offer memberships to the local chapter only. These memberships will not include membership in the National Audubon Society.
- Section 4. All classes of members shall enjoy all the rights and privileges pertaining to the member of both this Society and the National Audubon Society, including the right to elect the St. Louis Audubon Society officers and to vote on all amendments to Articles of Incorporation, By-Laws, or other proper resolutions.

ARTICLE II. MEMBERSHIP MEETINGS

The annual meeting of the members of the Society shall be held on such date in the spring as may be determined by vote of the Board of Directors (sometimes hereafter referred to as the "Board"). Special meetings of the members may be called by the President or by resolution of the Board. Ten days notice of such special meetings, stating the objects thereof, shall be given to each member, except that in case any amendment to the Articles of Incorporation or these By-Laws is to be submitted, not less than thirty (30) days notice shall be given. Such notice shall be deemed to be delivered when electronically mailed or deposited in the United States mail at the member's last known address according to the records of the Society.

ARTICLE III. BOARD OF DIRECTORS

- Section 1. The control and conduct of the property and business of the Society shall be vested in a Board of Directors. The Board shall determine the policies of the Society. The Board shall include up to five (5) officers and twenty (20) other persons, all of whom shall be members in good standing. The immediate past President shall be an ex-officio member for one year after completing his term of office. Nomination for membership on the Board shall be approved by majority vote of Directors at a regular meeting of the Board. Nominees shall then be elected by a majority vote of the members present at the annual members' meeting. Vacancies occurring during the year may be temporarily filled by the Board until the next annual members' meeting.
- Section 2. Directors, other than officers, shall serve terms of up to three years. Directors shall be elected each year at the annual members' meeting. A Director may be elected to a maximum of two consecutive terms. In addition to the Board, there may be, at the discretion of the Board, Honorary Members of the Board, all members in good standing, to be nominated by the Board and elected by a majority vote of the members present at the annual members' meeting. Honorary Directors shall not be limited to two three-year terms and shall not have the right to vote on the conduct of business at Board meetings.
- Section 3. Regular meetings of the Board shall be held at the call of the President. In no case shall there be less than four (4) regular Board meetings in one year.
- Section 4. A quorum will be required for the transaction of business at any Board meeting. A majority of the then-serving Directors with voting privileges shall constitute a quorum. A Director who accumulates three successive absences without valid reason may be dropped from the Board at the discretion of the Executive Committee.
- Section 5. Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

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- Section 6. Any Director may be removed from such office, with or without cause, by a two-thirds vote of the voting members present at any regular meeting of the membership or special meeting of the membership called expressly for that purpose.

ARTICLE IV. OFFICERS

- Section 1. The officers of the Society shall be a President, Vice President of Conservation, Vice President of Education, Secretary and Treasurer. The President and Treasurer shall be elected at the annual meeting of members and shall hold office for two years. The President and Treasurer shall be eligible, if elected, to succeed themselves at that office for one additional term. The Vice Presidents and Secretary shall be elected at the annual meeting of members and shall hold office for one year. The Vice Presidents and Secretary shall be eligible, if elected, to succeed themselves at that office for two additional terms. In case an officer is unable to serve his or her full term, the Board may fill the vacancy until the expiration of the term, or until the next annual meeting, whichever first occurs.
- Section 2. The annual election shall be by those attending the annual members' meeting. If there is but one candidate for any office, election to that office may be by acclamation.
- Section 3. The President, or by appointment, one of the Vice Presidents, shall preside at all Board and Membership Meetings. The President shall direct and administer the affairs of the Society as its executive head and shall supervise all phases of its work, subject to instructions of the Board. The President shall appoint Coordinators and committee members as needed. The President shall be a member ex-officio of all committees.
- Section 4. The Vice President of Conservation shall direct and oversee Society conservation activities.
- Section 5. The Vice President of Education shall direct and oversee Society education activities.
- Section 6. The Secretary shall keep a record of all proceedings of the Society and of the Board, send notices of all Board meetings, and perform such other duties as the President may direct. All minutes shall be placed in a Minutes Book and be kept in perpetuity, and be available to the Board for reference.
- Section 7. The Treasurer shall have custody of the Society's funds and securities and shall see to the deposit of all money and securities in the name and to the credit of the Society in such depositories as maybe designated by the Board. The Treasurer shall disburse the funds of the Society as may be directed by the Board, taking proper vouchers therefore, and shall render to the Board at the regular meeting, or whenever they require it, an account of all transactions as Treasurer and of the financial condition at the annual meeting of members. All drafts and checks of the Society shall be signed by the Treasurer. In case the Treasurer shall be unable to sign checks or drafts of the Society, the President may sign.

ARTICLE V: EXECUTIVE COMMITTEE

The Executive Committee shall consist of the officers of the Society, as defined in Article IV(1). At such times as the Board as a whole is not able to make decisions or take actions, for example during any such time the Board is not acting during a duly called regular or special meeting of the Board with a quorum of Directors present, the Executive Committee shall have the authority to make such decisions and to take such actions that would otherwise be within the authority of the Board were it acting during such a meeting. Minutes shall be kept and votes recorded of decisions and actions taken by the Executive Committee.

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ARTICLE VI: CONSERVATION COMMITTEE

The Vice President of Conservation shall establish a Conservation Committee. The Committee shall work with Society staff, other Directors, and Society members to develop and implement the goals, objectives, and strategies for the Society's conservation issues and projects as are consistent with the Society's mission and Strategic Plan.

ARTICLE VII: EDUCATION COMMITTEE

The Vice President of Education shall establish an Education Committee. The Committee shall work with Society staff, other Directors, and Society members to develop and deliver educational programming throughout the region that is consistent with the Society's mission and Strategic Plan. The Education Committee shall determine all matters relating to scholarships that may be awarded by the Society.

ARTICLE VIII: FINANCE COMMITTEE

The Finance Committee shall consist of at least three persons appointed by the President. The Finance Committee shall promote additional income for the Society and recommend suitable investments of funds to bring about the best financial returns with proper safeguards.

ARTICLE IX: COORDINATORS

The President shall annually appoint the following Coordinators, each of whom shall work with the Society staff, other Directors, and Society members as needed in fulfillment of their responsibilities:

- i. *Audit Coordinator*, who shall report to the annual membership meeting the scope, character, and accuracy of the Treasurer's financial report.
- ii. *Membership Coordinator*, who shall implement activities to add new members to the Society and to promote the continuing membership of existing members.
- iii. *Development Coordinator*, who shall pursue opportunities to raise funds and solicit donations to the Society.
- iv. *Media Coordinator*, who shall pursue opportunities to promote the purpose, programs, and achievements of the Society through print, electronic, and social media.
- v. *Programs and Events Coordinator*, who shall create a program calendar, including but not limited to field trips, speakers, and other birding and bird-related events, that supports and reinforces the strategic goals of the Society, and who shall provide support to Society staff, other Directors, and Society members in the fulfillment of this calendar.

ARTICLE X: AD HOC COMMITTEES AND COORDINATORS

The President shall appoint as needed chairs and members to ad hoc committees to address specific Society needs. Committees so established will vary in their size, scope and duration of existence, dependent upon the objectives for which they were established. The President shall appoint as needed Coordinators to address specific Society needs, whose scope and term of service will vary, dependent upon the objectives for which they were appointed.

ARTICLE XI: PAID STAFF

The Board may hire and terminate paid staff as it determines appropriate. The staff will report to the Board.

ARTICLE XII: INDEMNIFICATION

Unless otherwise prohibited by law, the Society may indemnify any Director or officer or any former Director or officer, and may by resolution of the Board indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party

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by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Society for damages arising out of his or her own gross negligence in the performance of a duty to the Society.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Society may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

ARTICLE XIII: AFFILIATIONS

The Society shall endeavor to establish and maintain its organizational structure, leadership, finances, administration, and program of activities so as to conform to the requirements for Chapters of the National Audubon Society.

The Society shall endeavor to establish and maintain a close relationship with the other Audubon Chapters in Missouri, Illinois, and our region to assure the provision of quality service to our members and to benefit from the exchange of information between Chapters.

The Society shall endeavor to establish and maintain a close relationship with other non-profit conservation / ecology organizations in the region which support the aims of the Society.

ARTICLE XIV: REAL ESTATE PROPERTY ACQUISITIONS

Potential real estate property for acquisition shall meet one of the following two criteria:

1. The land and any existing structures can be used to conduct essential functions of the Society.
2. The land and any existing structures can be acquired and then immediately sold with proceeds used as a financial asset to fulfill our Society's goals and objectives.

Potential real estate property for acquisition shall follow the procedures described below:

1. All offers of property will first be reviewed by a committee consisting of all officers. Favorable reviews will then be followed by a mandatory site visit by this committee.
2. After a favorable site visit, this committee, with the assistance of members of the Society appointed by the President, will prepare a written property acquisition proposal for board action that includes:
 - a. proof of ownership, free title, and boundary survey
 - b. zoning restrictions
 - c. present and historical uses of the property and surrounding area
 - d. maintenance resources (A maintenance endowment is HIGHLY recommended.)
 - e. the need for a tax exemption release and any appropriate zoning variances
2. This proposal shall be presented and discussed at the board meeting within 60 days after this visitation.
3. At the next board meeting after the presentation, the property may be acquired by a two-thirds vote of all current board members (with voting privileges) and officers. A mail ballot or proxy may be used by those directors and officers unable to attend the regularly scheduled board meeting where this decision is to be addressed.

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ARTICLE XV: REAL ESTATE PROPERTY DISPOSITIONS

A decision to sell a real estate property belonging to the Society shall require a two-thirds vote of all current Directors (with voting privileges) and officers. A mail ballot or proxy may be used by those directors and officers unable to attend the regularly scheduled board meeting where this decision is to be addressed.

ARTICLE XVI: DISSOLUTION

In the event of dissolution of the Society, all unrestricted property and funds remaining after payment of the debts of the corporation shall be distributed to one or more corporations, trusts, funds, or foundations which qualify as tax-exempt organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code. The Board shall have the responsibility of designating the recipient(s) of any such funds, making every effort to designate recipient(s) that will use such property and funds to further the ongoing objectives of the Society. All property and funds with restrictions shall be distributed in accordance with their respective guidelines. The decision of the Board shall be final and binding on all interested parties.

ARTICLE XVII: AMENDMENTS TO BY-LAWS

Amendments to these By-Laws shall be made as follows: The Board shall adopt a resolution setting forth the proposed amendment(s) and direct that they be submitted to a vote of the general membership by e-mail, mail ballot, or at a meeting of the voting members. These proposed amendment(s) shall be delivered to each member at least 30 days prior to such meeting or ballot date. Such notice shall be deemed delivered when electronically mailed or deposited in the United States mail to the member's last known address according to the records of the Society. A two-thirds majority of votes cast is required for passage.