

Hoy Audubon Society, Inc.
A chapter of the National Audubon Society
By-Laws

ARTICLE 1-Purpose and Activities

The purpose of the corporation as stated in its certificate of incorporation and amended here is “To initiate, encourage, coordinate, and assist community organizations, businesses, professional and educational interests and appropriate units of government in the study and appreciation of ornithology; to preserve and protect wildlife habitats; to support all reasonable programs of air and water pollution abatement and control; to support the principles of conservation of natural resources at local, state and national levels; to encourage and enlist the active cooperation of all citizens in the Racine and Kenosha county area in support of these aims.”

This Society shall follow the National Audubon Society’s Chapter Policy and fulfill the Required and Recommended Activities included in that policy.

The corporation also has such powers as are now or may hereafter be granted by the Wisconsin Nonstock Corporation law.

ARTICLE II-Offices

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Wisconsin as the board of directors may from time to time determine.

ARTICLE III-Membership

Section 1. Any person interested in the purposes and objectives of this Society is eligible to apply for membership.

Section 2. The classes of membership of this Society shall be determined by the chapter’s board of directors.

Section 3. The minimum membership dues shall be established by the chapter’s board of directors.

ARTICLE IV-Meetings of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held on the first Thursday of May in each year, beginning with the year 1970, at the hour of 7:00 P.M. for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting. If such day be a legal holiday, the meeting shall be held at the same

hour on the next succeeding Thursday. If the election of officers and directors not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently may be. A nominating committee shall provide an initial slate of officers and directors, but candidates for officers and a director-at-large may also be nominated by members from the floor.

Section 2. Regular Meeting. Regular meetings of the members shall be held on the 1st Thursday of each month and not fewer than five times in any calendar year, unless the board of directors reschedules the meeting to the 2nd Thursday of the month to accommodate for national holidays.

Section 3. Special Meeting. Special meetings of the members may be called either by the president, the board of directors, or not less than one-tenth of the members having voting rights.

Section 4. Place of Meeting. The board of directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the board of directors.

Section 5. Notice of Meeting. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, by telephone, mail, or by email to each member entitled to vote at such meeting, not less than 10 or more than 90 days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice.

Section 6. Informal Action by Members. Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 7. Quorum. Ten members holding votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 8. Proxies. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

Section 9 Action by email.

Directors may vote by email on issues that require action or that are permitted by the articles of incorporation, by-laws, or any provision of law. This does not allow a director who is absent from a meeting to cast a vote by email.

- a. An email shall be sent to all directors to explain the issue that requires action.
- b. Discussion-by email, phone, or other means-of the issue is encouraged. No sooner than 24 hours after the email was sent, a director may make a motion regarding the issue.

- c. A second to the motion must be made within 48 hours, otherwise the motion dies. After a second is made, directors can vote by email and will include their first and last names in the email. These votes will be considered as valid as votes cast at a meeting. Votes must be received within 72 hours of the second.
- d. The motion passes if a majority of the total number of directors vote yes and/or support the motion. Otherwise the motion fails.
- e. The motion, if passed, becomes effective immediately.
- f. Results of the email vote will be placed in the minutes and be as valid as a vote taken at a meeting.

ARTICLE V-Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its board of directors.

Section 2. Number, Tenure, and Qualifications. The number of directors shall be 5, which may be increased to 15 by vote of the board of directors. Each director shall hold office until his term has expired and until his successors have been elected and qualified. Directors must be members of the corporation.

Section 3. Regular Meetings. A regular annual meeting of the board of directors shall be held without other notice than this by-laws, immediately after the annual meeting of members. The board of directors may provide by resolution the time and place for the holding of additional regular meetings without notice than such resolution. There shall be at least 5 regular meetings of the board of directors in any one calendar year.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any four directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

Section 5. Notice. Notice of any special meeting of the board of directors shall be given at least two days previously thereto by telephone, written notice delivered personally, sent by mail, or sent by email to each director at his address as shown by the records of the corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the person of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, except where otherwise provided by law or by these by-laws.

Section 8. Vacancies. Any vacancy occurring in the board of directors or any directorship to be filled by any reason of an increase in the number of directors, shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. In the event that any member of the board of directors shall be absent from three meetings of the board, the board may, if it deems the reasons for such absence to be insufficient, declare the board membership of such delinquent director to be vacant.

ARTICLE VI-Officers.

Section 1. Officers. The officers of the corporation shall be a president, a vice president, a treasurer, a secretary, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including as many additional assistant secretaries and additional assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Election and Term of Office. The officers and directors at large of the corporation shall be elected annually by the members at the regular annual meeting of the members. The initial officers and directors appointed shall hold office until their successor/s are elected or appointed and qualified. If election of officers shall not be held at such meeting, or at any subsequent annual meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. An elected officer cannot serve in the same office for more than three consecutive terms. An exception can be made by the Nominating Committee, as necessary, with the approval of the board of directors.

Section 3. Removal. Any officer or agent elected or appointed by the board of directors or by the corporation's members may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He/she shall preside at all meetings of the members and of the board of directors. He/she may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors,

any deeds, mortgages, bond, contracts or other instruments which the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 6. Vice President. In the absence of the president or in the event of his/her inability or refusal to act, a vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him/her by the president or by the board of directors.

Section 7. Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation in such banks, trust companies or other depositories as shall be selected in accordance with provisions of Article VIII of these by-laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 8. Secretary. The secretary shall keep the minutes of the meetings of the members of the board of directors in one or more files; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation, and see that the seal of the corporation is affixed to all necessary documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws, and in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him/her by the president or by the board of directors.

ARTICLE VII-COMMITTEES

Section 1. Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of at least one director, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him/her by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the president of the corporation shall appoint the members thereof. Any

member thereof may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the board of directors.

Section 8. Standing Committees. This Society shall have the following standing committees and such other standing and special committees as shall be determined by the board of directors.

Conservation Committee-The Conservation Committee shall work on at least one major conservation or environmental project. The committee may also lead or actively participate in a local conservation campaign and take an active role in supporting a major National Audubon Society campaign or other projects of the Society's choice.

Education Committee-At a minimum, the Education Committee shall work to further the National Audubon Society's education goals locally informing and educating the public about the natural environment.

Membership Committee-The Membership Committee is responsible for keeping the Society's membership records (under the direction of the membership chair) and for promoting membership in the National Audubon Society through a local campaign to enroll new members and renew current members (under the direction of the membership promotion chair).

Program Committee-The Program Committee shall coordinate a minimum of five open membership meetings each year.

Field Trip Committee-The Field Trip Committee shall offer at least four field trips each year.

Publicity Committee-The Publicity Committee shall use newspapers, radio, TV, and other publicity media, to publicize the purposes, aims and programs of the society.

Newsletter Committee: The newsletter committee shall publish and distribute a newsletter to chapter members at least twice a year (having printed copies of said newsletter available at member meetings when possible).

ARTICLE VIII-CONTRACT, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or otherwise evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and counter-signed by the president or vice president of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

Section 4. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX-BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and board of directors having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the name and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X-FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XI-SEAL

The board of directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words “Corporate Seal, Wisconsin.”

ARTICLE XII-WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the Wisconsin Nonstock Corporation Law or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII-AMENDMENTS TO BY-LAWS

These by-laws may be amended by the following procedure. A majority of directors shall agree on the proposed by-law change. Members will be notified in print and at a meeting prior to the meeting which will hold the vote on the proposed by-laws. Members will also be given the date of the vote on the proposed by-law change at a prior meeting and in print. New by-laws will be adopted if the majority of the members at the regular meeting vote in favor of the proposed by-law change.

ARTICLE XIV-ARTICLE XV-COMMITMENTS

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 Society, enter into any commitments binding upon this Society.

ARTICLE XV-DISCONTINUANCE

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.

Note-Requirements for chapters from the National Audubon Society are underlined in this document.