

CENTRAL MINNESOTA AUDUBON SOCIETY BYLAWS

ARTICLE I NAME

Section 1. This organization shall be known as the Central Minnesota Audubon Society (hereinafter called CMAS).

ARTICLE II PURPOSE & OBJECTIVES

Section 1. The purpose and objectives of the CMAS shall be to engage exclusively in charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law, and/or the purposes and objectives of National Audubon Society, Inc. (hereinafter called NATIONAL SOCIETY), of which the CMAS shall function as a Chapter and said purposes and objectives shall conform to the provisions of Section 501(c)(3) of the Internal Revenue Code.

Section 2. With a special emphasis on the unique resources of Central Minnesota, CMAS will:

- a. foster and advocate for the conservation and restoration of birds, other wildlife and their habitat,
- b. encourage grassroots action on conservation issues
- c. develop and implement educational programs
- d. foster an appreciation and enjoyment of birds

Section 3. The CMAS is not organized, nor shall it be operated, for financial 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 the CMAS are irrevocably dedicated to charitable purposes and no part of the property, assets, profits, or net income of the CMAS 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 upon abandonment, the assets of the CMAS remain after payment of, or provision for, all debts and liabilities of this SOCIETY, shall be donated to NATIONAL SOCIETY or, its successor or, if unwilling or unable to accept said donation, to such or corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objects and purposes as the CMAS, as the Board of Directors of the CMAS 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 one or more of the purposes presently set forth in Section 501(c) (3) of the Internal Revenue Code.

ARTICLE III MEMBERSHIP

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

Section 2. The classes of membership of the CMAS shall be 1) National Members who join the NATIONAL SOCIETY and automatically become “Affiliate Members” based on either geography or choice at the time of membership or renewal, and 2) Local Members who join the CMAS directly.

Section 3. The membership dues for National Members are established by the NATIONAL SOCIETY. The membership dues for Local Members in the CMAS shall be established by the CMAS board.

- a. The CMAS shall retain all membership dues received from Local Members.

Section 4. Per National Audubon Society Membership Policy, the NATIONAL SOCIETY will provide the CMAS with name and contact information for National Members assigned to the CMAS. CMAS will share Local Member names with National Audubon Society on a regular basis unless Local Members have opted out of such solicitations or mailing by notifying either National or the Chapter. Local Members’ names will not be sold to outside organizations through list rentals.

Section 5. Each member of the CMAS (both Affiliate Members through National Audubon Society and Local Members) shall have the right to cast one vote in the election of Officers and Directors.

Section 6. The CMAS will renew and service Local Memberships and determine what benefits apply to Local Members that may include additional benefits limited to Local Members. The NATIONAL SOCIETY will renew and service National Members and determine what benefits apply to National Members.

Section 7. Annual membership dues for Local Members shall be payable at the time of application, and yearly thereafter, on or by the anniversary date of membership.

Section 8 A Local Member shall be in default should renewal of membership dues not be paid within six months after due date. At that time, such delinquent members shall be dropped from the rolls.

ARTICLE IV GENERAL MEMBERSHIP MEETINGS

Section 1. Regular meetings of members shall be held on such day or such meetings as may be determined by vote of the Board of Directors, but such regular meetings shall be held not fewer than four times in any calendar year.

Section 2. The annual meeting of CMAS members shall be held on such date in April each year as may be determined by vote of the Board of Directors.. Notice of such meeting will be communicated to CMAS members not less than 21 days prior to the meeting.

Section 3. Special meetings of members may be called by the President, or pursuant to resolution of the Board, or by petition of not less than one-tenth (1/10) of all members entitled to vote. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called and the time, date, and location of the meeting. Notice of such meeting shall be announced not less than two weeks before the meeting date.

Section 4. The dates and places for the regular meetings shall be determined by the Board at its first regular meeting following the annual meeting of members. Once the membership is notified of this schedule of regular meetings, further notices of these meetings shall not be required.

ARTICLE V BOARD OF DIRECTORS AND OFFICERS

Section 1. The control and conduct of the business of the CMAS shall be vested in its Board of Directors, consisting of the President, Vice-President, Secretary, Treasurer, and two Members-At-Large. The Board may also include *emeritus* Directors and Officers who so choose to serve as advisors without voting rights.

Section 2. The Directors shall serve terms of two years or until successors are installed. Successors shall be elected by a plurality of the voting members present in person or by proxy at the annual meeting of members. The installation of Directors shall take effect on June 1 following the annual meeting. At such times that Directors or Officers leave the Board prior to the expiration of their term of office or at the initiation of a new or revised board structure, the Board may assign different terms of office to its Directors or Officers in order to ensure even staggering of terms.

Section 3. It is recommended that no individual serve for more than four (4) consecutive terms in the same office or more than six (6) consecutive terms as a member of the Board.

Section 4. When a vacancy occurs on the Board due to resignation or for any other reason, the

remaining Board members may proceed to elect Director(s) to fill such vacancy(s) for a term ending at the next annual meeting of members. When for such purpose, a Director has been elected for less than a full term, such part term shall be disregarded with respect to their qualifications for re-election for additional consecutive terms, as set forth in Section 3 hereinabove..

Section 5. Meetings. There shall be at least five meetings of the Board, attended by a minimum of four (4) Directors, in a calendar year. Meetings of the Board shall be called by the President or by the Secretary upon request of the majority of the Board..

- a. Notice of meetings may be given electronically, in person, by telephone, text message or by U.S Mail and received not less than seven (7) days prior to the meeting date. Should an individual Board member miss three (3) consecutive Board meetings, that individual may be asked to resign by the remaining Board members.
- b. Board meetings may take place or be attended by board members in person, virtually, or by conference call.

Section 6. Quorum. A majority of the Board shall constitute a quorum at any meeting of the Board provided such quorum includes a majority of the elected Directors.

Section 7. Committee Chairpersons are encouraged to attend Board meetings.

Section 8. The President shall act as Chairperson at all Board meetings and general membership meetings and shall direct and administer the affairs of the CMAS as its executive head and shall supervise all phases of its activities, subject to instructions by the Board. He/she shall also be an ex-officio member of committees..

Section 9. The Vice-President shall assist the President to carry out his/her duties and, in the absence of the President, the Vice-President shall direct and administer the affairs of the CMAS and supervise all phases of its activities, subject to instructions by the Board, and shall preside at meetings of members and of the Board..

Section 10. The Secretary shall keep a record of all proceedings of the CMAS and the Board of Directors.. He/she shall send notice of all meetings unless delegated to the Chairperson of the Publicity Committee with majority agreement by the Board.

Section 11. The Treasurer shall have custody of CMAS funds and shall disburse such funds as may be ordered by the Board. He/she shall report to the Board of Directors at its regular meetings or as requested. He/she shall prepare an annual report on the financial condition of the CMAS along with a proposed budget for the coming year for distribution to the members.

Section 12. All checks and drafts of the CMAS must be signed by either the Treasurer, President or Vice-President with approval by one other officer.

ARTICLE VI COMMITTEES

Section 1. The Board of Directors shall appoint chairpersons of the following Committees. Terms of office shall be for one (1) year, or until their successors are appointed

- a. Committee chairpersons are responsible for recruiting other committee members as needed. All committee members must be current CMAS members.

NOMINATING COMMITTEE: The Nominating Committee shall consider and recommend officers and members-at-large to be placed on the ballot of the next annual election.. The Committee shall be formed and announced to the CMAS membership no later than two (2) months prior to the annual meeting.

MEMBERSHIP COMMITTEE: The Membership Committee shall maintain close contact with Chapter Services of the NATIONAL SOCIETY. It shall keep CMAS membership records and shall conduct membership campaigns to enroll new members. It shall endeavor to retain those members who have become delinquent in the payment of their dues. Whenever possible a Membership Committee comprised of more than one individual should be formed; the work of the Committee should be shared among its members.

PROGRAM COMMITTEE : The Program Committee shall make all plans and arrangements for the regular meetings, except for matters relating to CMAS business that may be transacted at such meetings. The Committee shall make arrangements for lectures, discussions, and such other events as may promote interest in and appreciation of conservation, ecology and natural history.

FIELD TRIP COMMITTEE: The Field Trip Committee shall plan, organize and arrange for the proper conduct of field trips that may be participated in by members of the CMAS and others interested in the purposes and aims of the CMAS

PUBLICITY COMMITTEE: The Publicity Committee shall publicize, through social media, websites, newspapers, radio, TV, and other publicity media, the purposes, aims and programs of the CMAS. The committee shall publish, at least four (4) times a year, a bulletin or newsletter for the members of the CMAS and shall prepare any other publications helpful to the CMAS'S program.

EDUCATION COMMITTEE: The Education Committee shall maintain close contact with the NATIONAL SOCIETY. It shall encourage schools and colleges within the CMAS territory to conduct courses in, or otherwise stress, natural history, ecology and conservation. The Committee shall conduct or cause to be conducted, workshops in natural science for members and others, and

shall cooperate in furthering the educational objectives and programs of the NATIONAL SOCIETY. It shall, through other means inform and educate the public about the natural environment.

ARTICLE VII COMMITMENTS

The CMAS 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 the CMAS, enter into any commitments binding upon the CMAS.

ARTICLE VIII DISCONTINUANCE

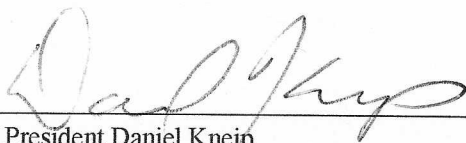
The CMAS may terminate its status as a Chapter of the NATIONAL SOCIETY upon six (6) months' notice in writing to the NATIONAL SOCIETY,, and the NATIONAL SOCIETY may terminate the status of the CMAS as a Chapter of the NATIONAL SOCIETY upon six (6) months' notice, in writing, to the CMAS. In the event of such notice of termination by either the CMAS or the NATIONAL SOCIETY, the allocation of dues by the NATIONAL SOCIETY to the CMAS shall cease on expiration of the six (6) months' period. However, members of the CMAS shall remain members of the NATIONAL SOCIETY for the balance of the term for which dues have been paid.

ARTICLE IX AMENDMENTS


These Bylaws may be amended by a majority vote of members present in person or by proxy at any regular or special meeting of members duly called pursuant to the provisions of ARTICLE IV, Section 2 and/or 3, hereinabove. The notice of such meeting shall recite the wording of each proposed amendment.

ARTICLE X CONSTRUCTION

These Bylaws shall be construed under the laws of the State of Minnesota.



President Daniel Kneip 4-24-24
Date



Vice President Hank Schreifels 4-24-2024
Date

Version history:

Original Adoption: September 25, 1985,

Amended: April 24, 2024 Effective: June 1, 2024