CONSTITUTION AND BY-LAWS
NEW HOPE AUDUBON SOCIETY, LTD.
CHAPEL HILL, NORTH CAROLINA
AMENDED AT THE ANNUAL MEETING, MAY 4, 2023

CONSTITUTION
NEW HOPE AUDUBON SOCIETY, LTD.

ARTICLE I: NAME

This organization shall be known as the New Hope Audubon Society (Society).

ARTICLE II: PURPOSE

Section 1. The purpose and objectives of this Society shall be to engage in any such educational, scientific, investigative, literary, historical, philanthropic, and charitable pursuits as may be part of the stated purposes of the National Audubon Society, Inc. (NAS) of which the Society is a Chapter.

Section 2. The Society is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profit, or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits, and net income of the Society are irrevocably dedicated to charitable purposes and no part of the property, assets, profits, or net income of the 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 dissolution, or upon abandonment, the assets of the Society remaining after payment of or provision for all debts and liabilities of the Society, shall be donated to NAS 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 objectives and purposes as the Society, as the Board of Directors of the 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.

Section 3. 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, nor shall the Society participate in organizations or coalitions whose activities are contrary to this Section.

BY-LAWS
NEW HOPE AUDUBON SOCIETY, LTD.

ARTICLE I: MEMBERSHIP

Section 1. Any person interested in the purposes of the Society is eligible for a local membership. Any member of the NAS who is a resident of Orange, Durham and parts of Chatham and Alamance counties at the time of enrollment is a member of the Society.

Section 2. Membership dues shall be payable at the time of application and membership shall be effective from the date of payment.

Section 3. National membership dues shall be established by the NAS and local dues shall be established by board action of the Society.

Section 4. All dues paying members shall enjoy all rights and privileges pertaining to the members of the Society.

Section 5. If membership renewal is not paid in accordance to NAS policy or Board policy, a member will be dropped from the rolls. All members who have paid their dues will be members in good standing.

ARTICLE II: MEETINGS AND FISCAL YEAR

Section 1. Regular membership meetings of the Society shall be held on the first Thursday of each month from September through May. These shall be open to non-members. Only members in good standing can vote.

Section 2. The Annual Meeting of the Society shall be held on the first Thursday in May at which time new officers will be installed and take office.

Section 3. Fifteen (15) members in good standing shall constitute a quorum for the transaction of business at any duly called regular or special meeting.

Section 4. Special meetings may be called by the President or pursuant to a resolution of the Board. Advance notice of at least two weeks of such special meeting, stating objectives thereof, shall be given each member.

Section 5. The Board shall have the power to change the date of the regular meetings whenever the day of a regular meeting falls on a holiday, or whenever it seems necessary to change the date, provided at least two weeks notice is given each member.

Section 6. Summer picnics, field trips and educational activities are encouraged. Those occurring before July should be arranged by the outgoing Board with the concurrence of the new President, to permit publicity in the newsletter.

Section 7. The fiscal year shall end on December 31.

Section 8. The Board shall have an annual planning meeting.

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 and carry out the Chapter Activities required by the NAS as set forth by them from time to time. The Board shall include: (a) the elected officers, (b) the immediate Past President, (c) three (3) Directors, to be elected by the members-at-large and (d) the chairs of existing Standing Committees.

Section 2. Regular meetings of the Board shall be held monthly September through May.

Section 3. A minimum of 6 members of the Board with a minimum of 2 elected officers present shall constitute a quorum necessary to do business at a duly called Board meeting.

Section 4. Special meetings of the Board may be called by the President or upon the request of at least three (3) members of the Board.

Section 5. The Board may take official action without a meeting provided that at least ¾ of the Board Members consent to such action in writing. A Board Member's consent may be in electronic form and delivered by electronic means.

Section 6. If a person currently holds more than one office he/she is only allowed one vote per issue.

ARTICLE IV: OFFICERS

Section 1. The elected officers of the Society shall consist of a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Elected officers shall serve for one year terms and may be re-elected.

Section 3. A vacancy in any office shall be filled by the majority vote of the Board to hold office until the next Annual Meeting.

Section 4. The President shall be President of the Society, Chair of the Board, an ex-officio member of all committees, and shall perform all other duties associated with the Office of the President.

Section 5. The Vice President shall assist the President in fulfilling his/her duties, preside at all meetings in the absence of the President, and head a vacant Standing Committee.

Section 6. The Secretary shall keep a permanent record of all proceedings of the Board and the Society and conduct all the correspondence. Minutes and notices of Board meetings should be sent to all members of the Board prior to the next meeting. The Secretary shall act as parliamentarian, determine whether a quorum is present for meetings, and arrange for proxies if necessary.

Section 7. The Treasurer shall have custody of the Society's funds, disburse the funds as may be ordered by the Board, report to the Board at their regular meetings as requested. The Treasurer will prepare an annual report on the financial condition o the Society to be posted on the New Hope Audubon Society website and included in the annual report to the National Audubon Society. The Board shall propose a budget to the Treasurer to implement.

Section 8. All checks and drafts of the Society may be signed by the Treasurer, the President, the Vice President, and others as designated by the Board.

Section 9. The Treasurer's books shall be reviewed every two years after the Annual Meeting by a qualified accountant or organization.

Section 10. The Directors of the Society shall serve in an advisory capacity, based on their experience in environmental, natural history, administrative, or legal matters.

Section 11. Absence of an officer from three consecutive regular meetings of the Board without a valid excuse shall create a vacancy in the post he/she holds when so determined by the Board. Any member of the Board may be removed for cause as determined by the Board. Such removal shall require a two-thirds vote of the full membership of the Board.

ARTICLE V: ELECTIONS

Section 1. Nominations of candidates for officers and directors shall be presented by the Nominating Committee at a regular meeting of the Society one (1) month prior to the Annual Meeting. Nominations shall be open to the floor at that time and also at the time of the meeting at which elections are to be held, i.e., the Annual Meeting.

Section 2. The election of officers and directors shall take place at the Annual Meeting. Candidates presented by the Nominating Committee shall be elected by a voice vote of the membership present at the Annual Meeting, or by motion of the membership instructing the Secretary to cast a unanimous ballot in favor of the recommendations presented by the Nominating Committee; except, however, if there is more than one candidate for any office, the election to such office shall be by ballot with the winner receiving the majority vote of the ballots cast. If no candidate receives a majority, there shall be an immediate run-off election between the two candidates receiving the most votes.

ARTICLE VI: COMMITTEES

Section 1. Within one month of the Annual Meeting, the newly elected President assisted by the Nominating Committee, shall appoint chairs of Standing Committees for the following year. They may also assist the new Committee Chairs in appointing members of their committees. Terms of office shall be for one year or until their successors are appointed.

Section 2. The President, with the approval of the Board of Directors, may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment to be done.

Section 3. Standing Committees of the Society shall be described in a document called "Standing Committees of New Hope Audubon Society." The President and the Board shall determine the nature of these committees—their number and their responsibilities. The nature of these committees may change over time as the needs of the Society change.

ARTICLE VII: COMMITMENTS

The Society, or its officers or Board, shall not enter into any commitments binding on NAS without authorization from the latter. In like manner, NAS shall make no commitments binding on the Society without its consent.

ARTICLE VIII: DISCONTINUANCE

The Society reserves the right to terminate its status with NAS as a chapter on six months notice, given in writing to NAS; in such case all allocation of dues by NAS to this Society shall cease on expiration of the six months period. The Society recognizes the right of NAS to terminate the Chapter relationship on six months' notice, given by it to the Society; in such case the members of the Society shall continue as members of NAS for the balance of the term for which dues have been paid.

ARTICLE IX: PARLIAMENTARY AUTHORITY

In matters not covered by these By-Laws, Roberts Rules of Order shall govern.

ARTICLE X: AMENDMENTS

This Constitution and By-Laws may be amended by a majority vote of members in good standing present at any regular meeting or at any special meeting thereof, regularly called, provided a quorum is present, and provided further that notice of such amendment shall have been mailed to each member of the Society at his or her last known address at least fifteen days before said meeting. These mailings may be made by way of the United States Postal Service (or equivalent) or by electronic mail (email or equivalent).

Effective Date _____