

CONSTITUTION

ARTICLE I: NAME

The name of this organization shall be the Aiken Audubon Society (AAS). Any references made herein after to the Aiken Audubon Society will be written as AAS.

ARTICLE II: PURPOSE

Section 1. The purpose and objectives of the AAS shall be to engage in educational, scientific, literary and charitable pursuits which may be part of the stated purposes of the National Audubon Society (NAS), of which the AAS shall function as a Chapter.

Section 2. The AAS 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 the AAS are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of the AAS 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 AAS remaining after payment of or provision for all debts and liabilities of the AAS shall be donated to the National Audubon Society, Inc., or its successor.

Section 3. No substantial part of the AAS's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the AAS participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

BYLAWS

ARTICLE I: MEMBERSHIP

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

Section 2. Annual membership dues shall be established by the AAS Board members.

Section 3. Membership dues shall be payable at the time of application and shall be effective for twelve months from the time of application.

Section 4. Should renewal of membership dues not be paid within six months after the time they are payable, a member so in default shall immediately be dropped from the rolls.

ARTICLE II: ACTIVITIES

Section 1. The activities of the AAS shall be: to acquire and disseminate knowledge of birds; to compile records of regional bird lore; to cultivate an active community interest in birds by using various media. It shall further be to afford opportunities to enjoy the birds and other forms of wildlife by field trips and interchange of information and experience. The stated purposes of the NAS shall be important considerations in the determination of further objectives.

ARTICLE III: OFFICERS

Section 1. The officers of the AAS shall be a President, a Vice-President, Secretary, and Treasurer, all of whom shall be elected at the annual meeting of the AAS, to serve for a three-year term beginning the first day of June.

President: The president shall be the chief executive officer of the AAS, with the usual powers and duties of such office and will preside at all meetings, perform duties necessary to fulfill the purposes of the AAS and coordinate the work of all officers and committees. The Board shall meet upon call of the president.

Vice-President: In the absence or disability of the president, or at his/her request, the vice-president, or any member of the Board, chosen by other members of the Board, shall, in the foregoing order or precedence, assume all the powers and discharge all the duties of the president during such absence or disability.

Secretary: The secretary, or designee, shall record and maintain the minutes of all business meetings and shall maintain a current copy of the Constitution and Bylaws.

Treasurer: The treasurer shall keep the accounts of the AAS and shall collect and disburse its funds, paying all bills as directed by the Board. At the annual meeting of the AAS, and whenever requested by the Board, the treasurer shall present a written statement of receipts and disbursements. The treasurer shall also annually file any and all required tax documents and file an annual report with the Colorado Secretary of State office.

Section 2. Dereliction of duties shall be determined by a majority vote of the Board, which may result in removal of a Board member from office.

ARTICLE IV: COMMITTEES

The president may appoint annually, chairs of general committees on any or more of the following subjects: (1) Conservation; (2) Communications; (3) Education; (4) Programs; (5) Field trips; (6) Hospitality; (7) Special Committees.

The chair of the respective committees appointed annually by the president shall in turn appoint other members of each committee as they deem necessary and proper. The president is an ex-officio member of these committees.

Membership Committee: The president shall appoint a membership chair. It shall be the duty of this committee to cooperate with the Membership Department of the NAS by such measures as obtaining lists of names and addresses of potential members residing within the allotted territory of the AAS. It shall also be the duty of this committee to conduct membership campaigns and to attempt to obtain the continuing membership of those who have become delinquent in the payment of their dues.

Nominating Committee: A nominating committee shall be appointed by the president and approved by the Board. The committee shall submit nominations for officers, as required in Article III, at the April meeting of the AAS for the election of officers for the next term of office. The president shall not be a member of the nominating committee.

ARTICLE V: BOARD

The Board shall consist of the elected officers and the committee chairs. The government of the AAS shall be vested in the Board. The Board shall meet upon call of the president or the officer acting for the president in his/her absence or disability.

ARTICLE VI: MEETINGS

Section 1. The annual meeting of the AAS shall be held in the month of May, on such date as shall be fixed by the Board.

Section 2. The general meetings of the AAS shall be held on the third Wednesday of each month (except during June, July and August), unless otherwise voted by the membership, or on request of the president, or of a majority of the Board.

Section 3. Members shall be notified of meetings no less than two days in advance of such meetings. Notification published on the AAS website shall be sufficient notice.

Section 4. At AAS board meetings, the usual order of business shall be as follows: (1) Reading and approval of the minutes of the last meeting; (2) Presentation and approval of the treasurer's report; (3) General committee reports; (4) Unfinished business; (5) New business; (6) Announcements; (7) Adjournment.

ARTICLE VII: AMENDMENTS

The Constitution and Bylaws may be amended by a simple majority vote of the members present at any general meeting of the AAS, provided the proposed change shall have been specified in the notice of such meeting, issued at least thirty (30) days in advance. Notification published on the AAS website shall be sufficient notice.

ARTICLE VIII: VACANCIES

In the event of the resignation, protracted absence or death of any officer of the AAS, other than the president, the vacancy shall be filled by the Board. Any vacancy occurring in the office of any chair of a general committee shall be filled by presidential appointment.

Officers and committee chairs shall hold office until their successors are elected or appointed.

ARTICLE IX: COMMITMENTS

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

ARTICLE X: CAPITAL ASSETS

In the event that the acceptance, rejection, purchase, sale or disposition of land and/or other capital assets is on the agenda, 80% of the board members must be present for the vote to be taken. Of this number, three-fourths (3/4) of the board members shall be the majority necessary to carry a vote. Proxy votes will not be permitted.

ARTICLE XI: DISCONTINUANCE

The AAS may terminate its status as a Chapter of the NAS, and the NAS may terminate the status of the AAS as a Chapter of the NAS, pursuant to procedures set forth in the 2001 Audubon Chapter Policy adopted by the NAS's Board of Directors on December 8, 2001.