

BYLAWS FOR THE
HOLLAND AUDUBON CLUB
(As amended on January 20, 2009)

ARTICLE I – NAME

The name of this organization shall be the Holland Audubon Club.

ARTICLE II – DESCRIPTION AND PURPOSE

The Holland Audubon Club is a nonprofit organization. The purpose of this organization shall be to serve as a chapter club of the Michigan Audubon Society; to further the Audubon mission; and to educate the public about birds and the natural environment.

ARTICLE III – MEMBERSHIP AND DUES

Section 1. Eligibility. Membership shall be open to all individuals and families interested in the enjoyment and conservation of the natural world who subscribe to the purposes set forth in Article II. Membership in this club shall not be based upon race, color, creed, national origin, sex, age, or disability.

Section 2. Classes of Membership. There shall be various classes of membership, as deemed necessary by the board.

Section 3. Application for Membership. Membership for any classification shall be by application and payment of the prescribed dues for such type of membership.

Section 4. Dues.

The annual dues of the members shall be determined from year to year, the amount to be fixed by the Board of Directors at the first meeting in each fiscal year. Dues shall be paid to the Treasurer at the first meeting in each fiscal year.

Section 5. Voting Body. Members who are current in their dues may vote on all matters brought before the membership. Each individual membership is entitled to one vote. Each family membership is entitled to two votes, one vote per person in attendance.

Section 6. Termination or Reinstatement of Membership.

- A. Membership may be terminated by written resignation to the Secretary of the Club.
- B. Membership shall automatically be terminated if dues are one year in arrears.
- C. Any member may have his or her membership terminated by a 2/3 vote of the Board of Directors at any time it shall consider it in the best interests of the Club.
- D. A member may be reinstated by approval of the Board of Directors.

ARTICLE IV – MEETINGS OF MEMBERS

Section 1. Annual Meeting. The members shall hold an annual meeting for the election of officers and directors of the Club and the transaction of such other business as may properly come before the meeting at a time and place set by the Board of Directors. At this meeting the officers and directors shall be elected.

Section 2. Regular Meetings. Regular meetings of the Club shall be held once a month, from September through May. Such meetings shall be held without other notice than this Bylaw.

Section 3. Special Meetings. Special meetings of the members may be called by the Board of Directors or at the request of at least ten members, written or electronic notice of said meeting shall be given to all members at least five (5) days prior to said meeting.

Section 4. Quorum. A quorum of any properly called and noticed meeting of members shall consist of the members present.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Power of Directors. The Board of Directors shall have general supervision of the affairs of the Club; make financial decisions regarding club funds; fill the vacancy for an unexpired term; establish the purpose of all committees; propose candidates for election as directors and officers to the membership, or delegate such duties to a Nominating Committee; and perform such other duties as may be prescribed by the membership and these bylaws.

Section 2. Number, Quorum, and Tenure of Directors. The number of directors of the Club shall be not less than seven, nor more than ten. The directors shall include President, who shall act as Chair, Vice-President, who shall act as Vice Chair, Publicity Chair, Newsletter Editor, Michigan Audubon Society Representative, Secretary, and Treasurer, and other Directors at Large as the Board may from time to time designate. All directors shall be members of the Club.

Section 3. Term of Office. The term of office for the members of the Board of Directors shall be two years, and directors shall be eligible for re-election. Each director shall hold office until his successor shall have been elected and qualified.

Section 4. Quorum. A quorum of the Board of Directors shall be four members, provided that all directors were properly notified of the meeting.

Section 5. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A majority of the remaining directors, though less than a quorum, or a sole remaining director, may fill such vacancies.

Section 6. Distribution of Assets. No director or member shall possess any property right in or to the property of the club. In the event the club owns or holds any property

upon its dissolution, after paying or adequately providing for its debts and obligations, the Board of Directors shall dispose of the remaining property by gift to any charitable organization whose purposes are consistent with those of the club, or by returning such property pro rata to each member of the club existing as of the date of dissolution.

Section 7. Annual and Regular Meetings of the Board of Directors. The Board of Directors shall hold an annual meeting following the annual meeting of members, at a place set by the prior board of directors, for the transaction of such business as may properly come before the meeting. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without other notice than such resolution, and the President may call regular meetings of the Board at his/her discretion.

Section 8. Special Meetings of Directors. Special meetings of the Board of Directors may be called by or at the request of the Chair, or any two (2) directors. Such meetings may be held at such place as may be designated in the Notice of Meeting

Section 9. Notice. Written, email, telephone, or personal notice of any special meeting of the Board of Directors shall be given to each director. Notice shall be given not less than twenty- four (24) hours before such meeting, except that any notice sent by mail shall be sent not less than three (3) business days prior to the meeting, addressed to the director at his or her last known address.

ARTICLE VI – COMMITTEES

Section 1. Committees. There shall be two kinds of committees – Standing and Special. The Chair shall be an ex officio member of all committees.

Section 2. Standing Committees. The Chair shall appoint all Standing Committees, subject to the approval of the Board of Directors, for the term of one year.

Section 3. Special Committees. Special Committees may be appointed as needed by the Chair subject to the approval of the Board of Directors.

ARTICLE VII - OFFICERS

Section 1. Offices and Terms. The officers of this club shall be a President, Vice-President, Publicity Chair, Secretary, Treasurer, and Newsletter Editor, and shall serve for two years. All officers may be re-elected for one additional term, or until a successor is elected.

Section 2. Eligibility for Office. Individual members shall be eligible to hold office.

Section 3. Nomination and Election of Officers.

- A. Election shall be held at the Annual Meeting or by mail or electronic mail within one month prior to the Annual Meeting.
- B. A Nominating Committee appointed by the Board of Directors shall prepare a slate of officers (and additional non-officer directors) with at least one candidate for each office prior to the Annual Meeting.
- C. Further nominations may be made from the floor at the Annual Meeting.
- D. A plurality vote shall elect.
- E. Officers and Directors shall take office immediately following the Annual Meeting at which they are elected.

Section 4. Duties of Officers.

- A. The President shall:
 1. Preside as Chair at all meetings of the members and the Board of Directors.
 2. Exercise general supervision over the interests and welfare of the club in the community.
 3. Appoint all committees, standing and special, subject to the approval of the Board of Directors.

4. Be an ex officio member of all committees.
5. Perform the duties of Director of Programs. These duties shall include scheduling and planning monthly meeting programs, introducing the speakers at the meetings, and providing the Publicity Editor and the Newsletter Editor a list of scheduled programs for the year and information about the speakers at least one month before the first meeting of the year. The duties of Director of Programs may be assigned to another board member with the permission of the Board.
6. Perform such other duties as normally pertain to the office of President and Chair of the Board.

B. The Vice-President shall:

1. Act in the absence or during the incapacity of the President.
2. Make appropriate arrangements for the meeting location and provide necessary equipment for the monthly speaker/program.
3. Perform such other duties as may be assigned by the President or Board of Directors.

C. The Publicity Chair shall:

1. Publicize club meetings, programs, and field trips in local newspapers, radio, and other appropriate media.
2. Place membership applications in appropriate locations in the community.
3. Design, write and produce an annual brochure of speakers and activities. The brochure will include a membership application and serve to promote the club.

D. The Secretary shall:

1. Write and maintain the minutes of all meetings of the members and the Board of Directors.

2. Be custodian of all records and papers of the club except the records of the treasurer.
3. Arrange for volunteers to bring snacks to monthly meetings (“People Feeders”), maintain meeting supplies (coffee, tea, etc.), and send reminders before each meeting.
4. Submit a list of scheduled “People Feeders” to the Newsletter Editor for publication.
5. Perform other duties which normally are a part of the office of secretary and such other duties as may be assigned by the President or the Board of Directors.
6. Notify the membership by electronic mail of additional birding trips being offered (“Birding Connection”).

E. The Treasurer shall:

1. Receive and disburse all funds of the club and deposit them in a bank account in the club’s name, as directed by the Board of Directors.
2. Develop and maintain necessary financial records of the club.
3. Submit a Receipts/Disbursements report to the Board of Directors at each board meeting.
4. Annually provide a financial report to the members, either at a monthly meeting or published in the newsletter.
5. Provide the records for an audit, as needed.
6. Provide Secretary and Newsletter Editor with new/current/updated membership information.
7. File required materials with federal, state and local governments.
8. Perform such other duties as may be assigned by the President or the Board of Directors.

F. The Newsletter Editor shall:

1. Prepare and mail to all current members a monthly newsletter prior to the meetings held during the months of September through May, and additionally as directed by the Board, according to such format as the Board of Directors may prescribe.
2. Maintain Membership list, in conjunction with Treasurer.
3. Perform such other duties as may be assigned by the President or the Board of Directors.

ARTICLE VIII – FUNDS AND FINANCE

Section 1. Fiscal Year. The fiscal year of the club shall be from July 1 to June 30.

Section 2. Funds and Finance. Revenue from sources other than dues may be raised in such manner as determined by the Board of Directors. Expenditures in excess of \$100 which are not directly related to club activities can not be made without majority approval by the general membership present at a monthly meeting.

Section 3. Budget. As soon as possible after the Annual Meeting, a budget of the estimated income and expenditures for the year shall be adopted by the Board of Directors.

ARTICLE IX - LIABILITY

Section 1. Exculpation. No director or officer of the Holland Audubon Club shall be liable for acts or defaults of any other director or officer or for any loss sustained by the Holland Audubon Club or any member thereof, unless the same has resulted from his or her willful misconduct or gross negligence.

Section 2. Indemnification. Every director and officer of the Holland Audubon Club shall be indemnified by the Holland Audubon Club against all reasonable costs, expenses and liabilities actually and necessarily incurred by or imposed upon him or her in connection with any claim, action, suit, proceeding, investigation or inquiry of whatever nature in

which he or she may be involved as a party or otherwise by reason of his or her having been a director or officer of the Holland Audubon Club, except in relation to matter as to which he or she shall be finally adjudged to be liable for willful misconduct or gross negligence toward the Holland Audubon Club in the performance of his or her duties.

ARTICLE X – AMENDMENTS

These bylaws may be amended by a 2/3 vote at any meeting of the members or the Board of Directors providing prior notification of the proposed amendments has been given to the members or the Board of Directors, as the case may be.

ARTICLE XI – DISSOLUTION

This club may be dissolved at any time by a vote of 2/3 of the members present at a meeting of the members called for that purpose. The Board of Directors, immediately following such vote, shall dispose of the remaining property of the club, by majority vote, as provided in Art. V, section 6.

The above amended bylaws were ADOPTED, by 2/3 vote of the Board of Directors, on January 20, 2009.

Liz Notman

Secretary