

BY-LAWS OF
THE TAMPA AUDUBON SOCIETY

ARTICLE I - OBJECTIVES OF THE SOCIETY

- Section 1:** The purposes and objectives of the Tampa Audubon Society (hereinafter also referred to as "TAS") are as follows:
- a) To preserve and protect all species of wildlife;
 - b) To practice and foster conservation of our natural resources;
 - c) To educate the general public in the areas of conservation and respect for all wildlife. (REV. 5/2001)

ARTICLE II - MEMBERSHIP

- Section 1.** Any person interested in the purposes and objectives of the Tampa Audubon Society is eligible to apply for membership.
- Section 2.** The classes of membership of this Society shall be the same as the voting classes of individual membership maintained by the National Society and the Florida Society and shall include: Regular Member, Family Member, Student Member, Sustaining Member, Supporting Member, Contributing Member, Donor Member, and Life Member, and such other voting classes of individual membership as may be established by the National Society and the Florida Society. Should the National Audubon Society create or delete any classes of membership, those classes shall automatically be adopted by the Tampa Audubon Society, without the necessity of any amendment to these By-Laws or voting by Tampa Audubon Society members. (Rev. 5/2001)
- Section 3.** The membership dues shall be established by the National Society and the Florida Society.
- Section 4.** All members of this Society shall enjoy all the rights and privileges accorded to the members of this and the National Society and the Florida Society.
- Section 5.** Each member shall have the right to cast one vote at the annual meeting and at any regular or special meeting of members on any motion that may properly be brought before such meeting, including the election of officers and directors. Members in the Family Class of Membership shall be entitled to two votes per family, provided that at least two members of the family are present in person at the time of the voting.
- Section 6.** Membership dues shall be payable at the time of application for membership in TAS and, in the case of Regular, Family, Student, Sustaining, Contributing, and Donor members, yearly thereafter. In the case of Life members, dues shall be paid in full in one sum, except as may be provided otherwise in the By-Laws of the National Society and the Florida Society.
- Section 7.** Should renewal of membership dues not be paid within six months after due date, a member so in default shall be dropped forthwith from the rolls.

ARTICLE III - MEETINGS

- Section 1.** Regular meetings of the general membership shall be held at such places, dates and times as shall be determined by the TAS Board of Directors at its annual meeting. Such meeting places, dates and times shall be set, to the greatest extent possible, to afford the most opportunity for the general membership to be present. There shall be no fewer than six general meetings per calendar year. (Rev. 5/2001)
- Section 2.** The annual meeting of members shall be held at the regularly scheduled April or May General Membership Meeting of each year. (REV: 4/23/05)
- 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. (REV: 4/23/96)
- Section 4.** Notice of the annual meeting, special meetings and regular meetings, at which TAS business is to be transacted, shall be given in the annual brochure (if such is published by the Board of Directors) and regular issues of the Chapter Newsletter or through general membership mailings. Notices shall be directed to each member at his/her address as it appears on the Chapter Membership Roll, or at such other address as he/she may request in writing to the Chapter Secretary. All notices shall be given to members at least two weeks in advance of any meeting, unless an emergency meeting shall be convened by the Chapter President. (Rev. 5/2001)
- Section 5.** Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.
- Section 6.** Voting members present shall constitute a quorum at any meeting of members at which Society business is to be conducted.

ARTICLE IV - BOARD OF DIRECTORS

- Section 1.** The control and conduct of the business of the SOCIETY shall be vested in its Board of Directors. The Board shall include not less than six (6) elected Directors and, ex-officio with full voting rights, the elected Officers of the SOCIETY, the Chairpersons of the Standing Committees, the immediate Past President, and the Chapter Representative to the Florida Society.
- Section 2.** The Directors shall be elected for the term of two years. (Rev. 5/2001)
- Section 3.** If by reason of resignation or death, or for any other reason, vacancies exist whereby the Board has not the full complement of Directors, the Board may proceed to elect a Director or Directors to fill such vacancies. The Director or Directors so elected shall serve until the next annual meeting of members, at which time the members present shall vote on the new Director(s) so appointed. (Rev. 5/2001)

- Section 4.** There shall be at least five regular meetings of the Board of Directors in one calendar year, not more than one regular meeting in any one month. The dates for the regular meetings shall be determined by the Board at its first regular meeting following the annual meeting of members.
- Section 5.** Special meetings of the Board of Directors shall be called by the President or by the Recording Secretary upon request of the majority of the Board. Notice of a special meeting may be given in person or by telephone not less than three (3) nor more than ten (10) days prior to the date of the meeting or, if by mail, not less than ten (10) days nor more than twenty (20) days prior to the date of the meeting.
- Section 6.** A majority of the total of serving Directors and Officers shall constitute a quorum at any meeting of the Board. (Rev. 6/10/06)
- Section 7.** If any Officer or Director or Chairperson of a Standing Committee has two unexcused absences or four excused absences from a Board Meeting during any fiscal year, he may be removed from the Board of Directors and a replacement may be appointed by the President and the Board. (Rev. 4/23/96)
- Section 8:** At any Board meeting, should it be pointed out that any Officer or Director has a potential conflict of interest in any business before the Board, and if said Officer or Director fails to remove him/herself from voting on that matter, upon motion duly made and seconded, the Board members present shall decide whether to bar that Officer or Director from voting on that issue. A simple majority vote shall be sufficient to decide the question. (Rev. 5/2001)
- Section 9:** Action Without a Formal Meeting. Any action to be taken at a meeting of the Board of Directors may be taken without a meeting if all Board Members are notified in writing by the President of any proposed action, and if consent in writing, setting forth the specific action approved, is sent by a majority of the Board Members, and a majority of the Directors, to the President. Such consent shall have the same force and effect as a majority vote of the Board. The term “writing” and “sent” above, shall mean written and delivered or sent, in person, by U.S. mail, e-mail or other electronic means. (Rev. 6/10/06)

ARTICLE V - OFFICERS

- Section 1.** The Officers of the SOCIETY shall be a President, a First Vice President, a Second Vice President, a Recording Secretary, a Corresponding Secretary and a Treasurer, and such other Officers as may be determined by the Board of Directors.
- Section 2.** The President and all other Officers shall hold office for a one year term, or until their successors are elected.

- Section 3.** The Officers shall be elected for their respective terms by a majority of the voting members of the Society present, in person, at the annual meeting.
- Section 4.** If by reason of resignation or death, or for any other reason, an office shall become vacant, the Board may proceed to elect, by majority vote, such Officer to fill the vacancy and the Officer so elected may serve until the next annual meeting of members.
- Section 5.** The President shall direct and administer the affairs of the Society as its executive head and shall supervise all phases of its activities, subject to instructions by the Board. He shall also be an ex-officio member of all committees. He shall preside at all meetings of members and of the Board.
- Section 6.** The First Vice President shall, in the absence of the President, preside at meetings of the Society. If the President is incapacitated for more than a period of sixty (60) days, the First Vice President shall assume all of the duties and responsibilities of the President until such time as the elected President is able to resume his duties.
- Section 7.** The Second Vice President shall carry out special projects and other duties as determined by the President. The Second Vice President shall assume the duties of the First Vice President in the event that the First Vice President becomes incapacitated or assumes the duties of the President.
- Section 8.** The Recording Secretary shall keep a record of all proceedings of the Society and of the Board of Directors. He shall send notice of all meetings. He shall preserve the seal of the Society, and affix it to all documents requiring the seal of the Society, and shall attest the same.
- Section 9.** The Corresponding Secretary shall conduct all the correspondence of the Society except such correspondence as, by instructions to the Board or at the discretion of the President, shall be conducted by another Officer of the Society. He shall preserve all correspondence of the Society.
- Section 10.** The Treasurer shall have custody of the Society's funds. He shall disburse such funds as may be ordered by the Board. He shall report to the Board of Directors at its regular meetings or as requested. He shall prepare a monthly cumulative report on the financial condition of the Society, and shall also prepare a budget for the coming year.
- Section 11.** All checks and drafts of the Society may be signed by the Treasurer, the President or First Vice President. (REV: 4/23/96)

ARTICLE VI - NOMINATING COMMITTEE

- Section 1:** The Board of Directors shall annually appoint, not later than three (3) months prior to the next annual meeting of members, a Nominating Committee. The names of the members of the Nominating Committee shall be made known to the members through the Society's newsletter and at a regular meeting of members, not later than one (1) month after the Nominating Committee has been constituted. Suggestions for nominations of Officer and Directors may be submitted to the Nominating Committee by any member of the Society.
(REV: 4/23/05)
- Section 2:** The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms expire at the next annual meeting.

ARTICLE VII - OTHER COMMITTEES

- Section 1:** The President, with the approval of the Board of Directors, shall appoint Chairpersons of Standing Committees, who in turn, may select their own committee members with recommendations and suggestions from the Board. Terms of office shall be one (1) year, or until their successors are appointed. There may be as many Standing Committees as may be needed to accomplish the business of TAS.
- Section 2:** The President, with the approval of the Board of Directors, may appoint Special or Task Force Committees whose term of office will be determined by the length of the assignment to be done.
- Section 3:** The Standing Committees may be as follows and may include such other committees as may be formed by the Board of Directors to carry out the functions of the Society. These Committees may include (Rev. 5/2001):

A. Membership Committee

The Membership Committee shall maintain close contact with the Membership Department of the National Society. It shall keep the Society's 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.

B. Program Committee

The Program Committee shall make all plans and arrangements for the regular meetings, except for matters relating to Society 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 an appreciation of conservation, ecology and natural history.

C. Conservation Committee

The Conservation Committee shall keep informed on all local, state and national governmental policies and actions affecting the natural environment and conservation of natural resources. It shall draft and recommend the Society's conservation policy to the Society's Board of Directors. It shall carry out the conservation policy as approved by the Board and endeavor to coordinate the actions of the Society with the policies and activities of the National Society and the Florida Society insofar as conservation measures and policies of national scope are concerned. It shall keep the National Society and the Florida Society informed of such actions.

D. 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 Society and others interested in the purposes and aims of the Society.

E. Publications Committee

The Publications Committee shall publish, at least six (6) times a year, a bulletin or newsletter for the members of the Society and shall prepare any other publications helpful to the Society's program, and in the absence of a publicity committee the publications committee shall be responsible for publicity pertaining to activities of the Society. This Newsletter may, at the option of the Board, be published electronically.

F. Historian Committee

The Historian Committee shall be responsible for maintaining a scrapbook on the activities of the Society.

G. Hospitality Committee

The Hospitality Committee shall welcome members at the general meetings, field trip activities and covered dish dinners. It shall also assist in seating members at regular meetings.

H. Education Committee

The Education Committee shall maintain close contact with the Educational Services Division of the National Society and the Florida Society. It shall encourage schools and colleges within the Society's territory to conduct classes in, or otherwise stress, natural history, ecology and conservation. The Committee shall conduct, or cause to be conducted, presentations in natural science for members and others, and shall cooperate in furthering the educational objectives and programs of the National Society and the Florida Society. It shall, through other means, inform and educate the public about the natural environment.

I. Finance Committee

The Finance Committee shall assist the Treasurer with the annual budget of the Society, shall make recommendations and carry out plans for obtaining financial support for the Society.

Section 4: In the event that the Board of Directors determines a Standing Committee in not functional, that Standing Committee may be put on an inactive status until such time as the Board of Directors shall reactivate it. Placing a Standing Committee in an inactive status or reactivating a committee requires a majority vote of the Board of Directors.

ARTICLE VIII - TAS COMMITMENTS

This Society shall not enter into any commitments or causes binding upon the National Society without the written authorization by the National Society, nor shall the National Society or the Florida Society, without the written authorization by this Society, enter into any commitments binding upon this Society.

ARTICLE IX - DISCONTINUANCE

This Society 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 this Society as a Chapter of the National Society upon six (6) months notice, in writing to this Society. In the event of such notice of termination by either this Society or the National Society, the allocation of dues by the National Society to this Society shall cease in expiration of the six (6) months period. However, members of this Society shall remain members of the National Society for the balance of the term for which dues have been paid.

ARTICLE X - AMENDMENTS

The By-Laws may be amended as outlined in Article Eight, Section 2 of the Articles of Incorporation.

ARTICLE XI - PARLIAMENTARY AUTHORITY

In procedural matters not covered by these By-Laws, Robert's Rules of Order shall govern.

ARTICLE XI I- CONSTRUCTION (Rev. 5/2001)

- Section 1:** The Corporate Charter and By-Laws shall be construed under the laws of the State of Florida.
- Section 2:** The masculine pronoun, as used herein above shall mean the masculine or feminine, wherever applicable.
- Section 3:** The word Society, as used herein above shall be defined as the Tampa Audubon Society and the National Society shall be defined as the National Audubon Society and Florida Society shall be defined as the Florida Audubon Society.

ARTICLE XIII - ADOPTION OF BYLAWS

These Bylaws of the Tampa Audubon Society, revised as of June 10, 2006 are hereby adopted by a two-thirds majority of the Tampa Audubon Society Board of Directors eligible to vote, after publication to the General Membership of a Notice of Change to Bylaws, and after adoption of the said changes at the next following regular meeting of the TAS Board of Directors. (Rev. 6/2006)

Dated: June 10, 2006

Stanley M. Kroh
President

Chris Duffy-Waldman
Recording Secretary