

MATTABESECK AUDUBON SOCIETY, INC.

BYLAWS

(As amended by the Board of Directors on October 21, 1974; May 11, 1976; May 10, 1988; June 13, 1988; July 24, 2002; May 18, 2005; May 19, 2010; **May 2015**)

ARTICLE I: MEMBERSHIP

Section 1. Qualifications. Any person interested in the purposes of the Matabeseck Audubon Society, Inc. (hereinafter called the "Corporation") is eligible for membership, upon becoming a member of the National Audubon Society.

Section 2. Classes of Members. The Corporation shall have as classes of membership those maintained by the National Audubon Society as the same now exist and may hereafter be amended from time to time. All classes of members shall enjoy all the rights and privileges pertaining to members of both the Corporation and the National Audubon Society.

Section 3. Membership Dues. Annual dues of membership shall be as established by the National Audubon Society.

Section 4. Default and Termination of Membership. Should any member be in default in the payment of dues for a period of six (6) months from the date at which such dues became payable, **he/she shall be deemed to be expelled from membership in the Corporation. TO HE/SHE SHALL BE DEEMED TO HAVE RESIGNED FROM MEMBERSHIP IN THE CORPORATION.**

ARTICLE II: MEETING OF MEMBERS

Section 1. Regular Meetings. Regular meetings of the members shall be held as directed by the Board and published in the Wingbeat and on the Matabeseck Web site.

Section 2. Annual Meeting. The annual meeting of the members shall be the regular meeting held in the month of May. The election and installation of the Board of Directors shall be conducted at this meeting.

Section 3. Special Meetings. Special meetings of the members may be called by the President or pursuant to a resolution of the Board of Directors. Upon the written request of members having not less than one-twentieth of the votes entitled to be cast at the meeting, the President shall call a special meeting of members for the purposes specified in such request and cause notice thereof to be given. If the President shall not call a special meeting within fifteen (15) days after the receipt of such members' request, said members may call the same.

Section 4. Notices of Meetings.

(a) How given. Written notice of all regular and special meetings of members shall be given by or at the direction of the President or Secretary or the officer or person calling the meeting to each member by notice in the Wingbeat and/or published on the Mattabeseck Web site no less than seven (7) days before the date of the meeting.

(b) Contents. Each notice of a regular meeting of members shall state the place, day and hour of the meeting. Each notice of a special meeting shall, in addition, state the purpose for which the meeting is called.

(c) Waiver. Notwithstanding the above, a written waiver of notice, signed by the persons entitled to notice, shall be the equivalent to the giving of notice.

(d) Adjournment. Whenever any meeting of the members shall have been duly organized and announced to be adjourned to a definite time and place, it shall not be necessary to give notice of said adjourned meeting, other than such announcement of the time and place at which such adjourned meeting will be held.

Section 5. Quorum. The members entitled to vote, present in person or by proxy, at a meeting of members shall constitute a quorum for such meeting.

Section 6. Place of Meetings. Meetings of members may be held at such time and place within or without the State of Connecticut as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Number. The Board of Directors shall consist of **not less than nine (9) TO SEVEN (7) TO TWELVE (12)** persons to be elected as set forth in the Certificate of Incorporation.

Section 2. Term of Office: Election Qualification. Directors shall be elected at the appropriate annual meeting of members. The term of office of each Director shall be for **two (2) TO THREE (3) years; a Director may be elected to a subsequent two (2) TO THREE (3) year term. No individual may serve for more than four (4) TO SIX (6) consecutive years as a Director**, except, an individual who, after four (4) years service on the Board is elected to an office, may serve at the pleasure of the board. Only members in good standing of the corporation are eligible for election to the Board of Directors.

Section 3. Duties of Directors.

- (a) The Board of Directors shall have the control and general management of the activities, property and affairs of the Corporation.
- (b) Except as herein provided, the Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper and as shall not be inconsistent with the Certificate of Incorporation, these Bylaws and the laws of the State of Connecticut.

Section 4. Meetings.

- (a) Regular Meetings. The Board of Directors shall meet at least **eight (8) TO ONCE A QUARTER** ~~times a year at regular meetings~~. Such regular meetings shall be held at such times and places, within or without the State of Connecticut, as the Board may determine.
- (b) Annual Meeting. The annual meeting of the Board shall be held immediately after the annual meeting of the members. Election and installation of officers will be conducted at the annual Board meeting.
- (c) Special meetings. Special meetings of the Board may be called at any time by the President or upon the request of a majority of the Board.
- (d) Quorum. A majority of the Board shall constitute a quorum at any meeting.

Section 5. Notice of Meetings.

- (a) How Given. Oral or written notice of all regular or special meetings of the Board shall be given by or at the direction of the President or Secretary to each member delivering such notice to him/her personally, electronically or by mail, addressed to the last known residence of the Director, unless the Director shall have filed with the Board a written request that notice intended for him/her be sent to some other address, in which event, it shall be mailed to the address designated in such request. Notice shall be given at least two (2) days prior to the date designated for a general meeting and at least three (3) days prior to the date designated for a special meeting.
- (b) Contents. Notice of a special meeting shall contain a description of the business to be transacted or the purpose of such special meeting. Notice of a regular meeting need only contain the date, time and place of such regular meeting.

(c) Waiver. Notwithstanding the foregoing provisions, any action may be taken at a meeting of the Board of Directors if a written waiver of notice is signed by the Directors entitled to notice.

(d) Adjournment. Whenever any meeting of the Board of Directors shall have been duly organized and announced to be adjourned to a definite time and place, it shall not be necessary to give notice of said adjourned meeting, other than such announcement of the time and place at which such adjourned meeting will be held.

Section 6. Removal. Any Director may be removed at any time from his/her position as Director by two-thirds vote of the entire Board of Directors. Such removal shall be voted, however, only at a special meeting of the Board called for this purpose. Such removal may be either with or without cause.

Section 7. Vacancies. If the office of any of the Directors shall become vacant by reason of death, resignation, disability, retirement, disqualification, removal from office, or for other cause, the remaining Directors shall, by majority vote, elect a successor for the unexpired term of such Director.

Section 8. Voting. Except as otherwise provided herein, a majority vote of the Directors constituting a quorum shall be required to decide any question.

ARTICLE IV: OFFICERS

Section 1. Name and Number.

(a) Officers of the Corporation shall consist of a President, a Vice-President, a Recording Secretary, and a Treasurer.

(b) The Board of Directors, from time to time, may create such other offices as, in its discretion, it may deem necessary and proper for the carrying on of the business of the corporation.

Section 2. Powers and Duties.

(a) President. The President shall preside at all meetings of the Board of Directors and of the members. At each annual meeting of the Board of Directors, he/she shall present a report on the state and condition of the affairs of the Corporation. He/she shall sign contracts and agreements in the name of the Corporation. He/she shall see that the books, reports, statements and certificate required by statute are properly kept, made and filed according to law. He/she shall enforce these Bylaws and perform all the duties incident to his/her office and such other duties, as from time to time, may be required of him/her by the Board of Directors.

(b) Vice President. The Vice President shall act as President in the absence of the President, shall assist the President in the carrying out of his/her duties, and perform such other duties as, from time to time, shall be required of him/her by the Board of Directors.

(c) Recording Secretary. The Recording Secretary shall keep minutes of all meetings of the Board of Directors. **and of all meetings of the members in appropriate minute books. He/she shall give and serve all notices of meetings pursuant to these Bylaws. He/she shall be the custodian of the records and the seal of the Corporation and shall affix the seal to corporate papers when required to do so by the Board of Directors.**

DELETE ALL

(d) Treasurer. The Treasurer shall have custody of the Corporation's funds and shall disburse the funds as may be ordered by the Board. He/she shall keep an account of all monies received and expended for the use of the Corporation, and shall report same to the Board at their regular meetings, or as requested. He/she shall prepare an annual report on the financial condition of the Corporation for distribution to the members at the annual meeting of the members, **a copy of which shall be forwarded to the National Audubon Society. DELETE**

Section 3. Qualification and Election.

- (a) Officers shall be elected by the Board of Directors from among the membership of the corporation.
- (b) Officers shall be elected at the annual meeting of the Board of Directors; provided, however, that the first officers of the Corporation shall be appointed from among the Board of Directors by the incorporator of this Corporation, to serve until the first election of officers is conducted.
- (c) **The President shall be elected for a two (2) year term, may be elected for a second two (2) year term, and serve as a Director for two (2) years subsequent to his/her term as President. DELETE**
- (d) **Other officers shall serve for a term of two (2) years or until his/her successor may be elected and qualified. TO OFFICERS SHALL SERVE THE SAME AS DIRECTORS OR UNTIL HIS/HER SUCCESSOR MAY BE ELECTED.**

Section 4. Removal. Any officer may be removed with or without cause by a two-thirds vote of the Board of Directors at a special meeting of the Board of Directors called for that purpose.

Section 5. Vacancies. In the event of resignation, retirement, disqualification, death, disability or removal from office, for any cause whatsoever, of an officer of the Corporation, the vacancy so created shall be filled by a majority vote of the Board of Directors. The person so elected shall hold office until the next annual meeting of the Board of Directors.

Section 6. Compensation. No compensation shall be paid to officers as such, for services rendered to the Corporation in the furtherance of its purposes or in the management and conduct of its affairs in accordance with the Certificate of Incorporation. However, the Board of Directors shall have power in its discretion to contract for and pay to officers rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

ARTICLE V: COMMITTEES

Section 1. Nominating Committee.

- (a) The Board of Directors, on or prior to the Board Meeting in March of each year, shall appoint a Nominating Committee. The names of the members of the Nominating Committee shall be made known to the members of the Corporation and suggestions for nominations for the Board of Directors may be submitted to the Committee by any member of the Corporation.
- (b) The Nominating Committee shall nominate candidates for directors to be elected at the May annual meeting of members. Its report shall be presented to the membership at the annual meeting.

(c) Nothing herein contained shall prevent nominations of individuals from the floor at the time of the election at the annual meeting.

Section 2. Standing Committees.

(a) Appointment of Chairs. The President, with the approval of the Board of Directors, shall appoint the Chairs of the Standing Committees. It is neither required, nor prohibited, that such chairs be officers or members of the Board of Directors.

(b) Term. Each Chair shall be appointed on or after the Annual Meeting of the Board of Directors of each year and shall serve for a term of one (1) year or until his/her successor is appointed.

(c) Members. The Chair of each Standing Committee shall select members to serve on said committee.

(d) Designation of Standing Committees and their Functions. The Standing Committees of this Corporation shall be as follows:

(i) Membership Committee. It shall be the duty of this committee to cooperate with the Membership Department of the National Audubon Society by such measures as obtaining lists of names and addresses of potential members residing within the allotted territory of this Corporation. 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.

(ii) Program Committee. It shall be the duty of this committee to make all plans and arrangements for the Regular Meetings of the Corporation,

and it shall promote interest and appreciation through lectures, discussions, exhibits, publications and meetings.

- (iii) Conservation Committee. It shall be the duty of this committee to keep informed on local, state and national governmental policies and actions affecting natural environment and the conservation of natural resources, to advise the Board of Directors, and to carry out the policies of the Corporation. It shall be the duty of this committee to endeavor to coordinate its actions with the policies and activities of the National Audubon Society insofar as conservation measures and policies of national scope are concerned and to keep the National Audubon Society informed of such actions.
- (iv) Field Trip Committee. It shall be the duty of this committee to plan, organize and arrange for the proper conduct of field trips in which non-members as well as members may participate.
- (v) Education Committee. It shall be the duty of this committee to further the Educational Services of the National Audubon Society; to encourage the schools and colleges of the community to conduct courses in or otherwise stress natural history, ecology and conservation; to conduct lectures and/or workshops in natural sciences for members and friends; to encourage schools or youth groups to use the Audubon Study Programs and other Audubon Aids in Natural Science, and through other means to inform and educate the public about the natural environment.

- (vi) Publicity Committee. It shall be the duty of this committee to publicize, through newspaper, radio, TV and other publicity media, the purposes and programs of the Corporation. It shall also be the duty of this committee to prepare any publication helpful in promoting the objectives of the Corporation.
- (vii) Land Stewardship Committee. It shall be the duty of this committee to oversee the maintenance, upkeep, and other issues pertaining to chapter owned properties.

Section 4. Special Committees. The President, with the approval of the Board of Directors, may appoint special or taskforce Committees whose term of office will be determined by the length of the assignment to be completed.

ARTICLE VI: COMMITMENTS

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

ARTICLE VII DISCONTINUANCE

This Corporation may terminate its status as a Chapter of the National Audubon Society, and the National Audubon Society may terminate the status of this Corporation as a Chapter of the National Audubon Society, pursuant to procedures set forth in the ~~2001 Audubon Chapter Policy adopted by the National Audubon Society's Board of Directors on December 8, 2001, as amended.~~

ARTICLE VIII: INDEMNITY OF DIRECTORS AND OFFICERS

Section 1. Treasurer's Bond. In the discretion of the Board of Directors, a bond may be required of the Treasurer, provided the cost of such bond shall be paid by the Corporation.

Section 4. Banking Authority. All checks, drafts, demands for money and notes of the Corporation shall be signed by the Treasurer, the President or the Vice President.

Section 5. Principal Office. The principal office of the corporation shall be in the Town of Middletown, County of Middlesex and State of Connecticut, or in such other place as may be designated by the Board of Directors.

ARTICLE X: AMENDMENTS

Section 1. These bylaws may be altered, amended or repealed or new Bylaws may be adopted (a) at any regular or special meeting of the members, at which a quorum is present or represented, by the affirmative vote of a majority of the members entitled to vote, or (b) by the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board, provided that, in each such instance, notice of the proposed alteration, amendment or repeal be set forth in the notice of such meeting.