

By-Laws
Peoria Audubon Society

Article I
Name

This organization shall be known as the Peoria Audubon Society, herein called the SOCIETY.

Article II
Purpose

Section 1. The purpose and objectives of this SOCIETY shall be to engage in the educational, scientific, literary, historical and charitable pursuits as related to the field of ornithology as well as to the purposes and objectives of the National Audubon Society, Inc. (herein called the NATIONAL SOCIETY), of which the SOCIETY shall function as a chapter, and said purposes and objectives shall conform to the provisions of Section 501(c)(3) of the Internal Revenue Code

Section 2. The SOCIETY is not organized, nor shall it be operator, 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 this society are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of this SOCIETY shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private shareholder or individual.

Article III
Membership

Section 1. Any person interested in the purposes and objectives of this SOCIETY is eligible to apply for membership.

Section 2. Each member of this SOCIETY shall have the right to hold office in the SOCIETY.

Section 3. Membership dues shall be payable at the time of application. Classes of membership and related fees for local membership shall be set by the Board of Directors. Classes of membership and related fees for National membership shall follow the policies of the NATIONAL 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.

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Article IV
Meetings

Section 1. Regular meetings of members shall be held on such day of such months as may be determined by the vote of the Board of Directors.

Section 2. The annual meeting of members shall be the meeting for elections as set forth in Article VII and shall be held each year on a date determined by vote of the Board of Directors.

Section 3. Special meetings of members may be called by the President or pursuant to resolution of the Board, or by petition of at least the lesser number of 25 or one-tenth (1/10) of all members entitled to vote.

Section 4. Notice of the annual meeting, special meetings, and regular meetings, at which SOCIETY business is to be transacted, shall be given at least fourteen days before the date of the meeting. Such notice is given when deposited in the United States mail, with postage thereon prepaid, and directed to the member at his address as it appears on the record of members, or at such other address as he may request in writing to the Secretary of this SOCIETY. Notice of such meetings may be published in the SOCIETY'S newsletter or other regular publications, provided such publication is mailed according to the provisions stated above.

Section 5. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called. No other business shall be conducted.

Section 6. The lesser of either one-tenth (1/10) of all voting members or one hundred (100) voting members shall constitute a quorum at any meeting of members at which SOCIETY business is to be conducted.

Article V
Officers and Duties

Section 1. The Officers of the SOCIETY shall be a President, a Vice President, a Secretary, a Treasurer and a Conservation Chairman.

Section 2. The President shall direct and administer the affairs of the SOCIETY as its executive head and shall supervise all phases of its activities. He shall serve as chairman of the Board of Directors and shall also be an ex-officio (non-voting) member of all committees.

Section 3. The Vice President shall assist the President to carry out his duties and, in the absence of the President, the Vice President shall direct and administer the affairs of the Society and supervise all phases of its activities. The Vice President shall also serve as program chairman, and preside over meetings of the program committee whose duties are set forth in Article IX.

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Section 4. The Secretary shall keep a record of all proceedings of the SOCIETY and of the Board of Directors. He shall send notice of all special meetings and shall conduct all the correspondence of the SOCIETY except such correspondence as, by instruction of the Board of Directors or at the direction of the President, shall be conducted by another officer of the SOCIETY. He shall preserve all correspondence of the SOCIETY.

Section 5. 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 an annual report on the financial condition of the SOCIETY for distribution to the NATIONAL SOCIETY. All checks and drafts of the SOCIETY may be signed by the Treasurer, the President, or Vice President. Two signatures are required, except as otherwise authorized by resolution of the Board of Directors.

Section 6. The Conservation Chairman shall keep the Board of Directors informed on local, state, and national conservation and environmental issues, be the spokesman for the SOCIETY concerning conservation and environmental issues.

Article VI
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 consist of the elected officers of the SOCIETY as set forth in Article V and six elected Directors at large.

Section 2. There shall be regular meetings of the Board of Directors. The dates for the regular meetings shall be determined by the Board at its first regular meeting following the annual meeting of members.

Section 3. Special meetings of the Board shall be called by the President 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 or more than ten days prior to the date of the meeting or, if by mail, not less than ten or more than twenty days prior to the date of the meeting.

Section 4. A majority of the Board shall constitute a quorum at any meeting of the Board for the purposes of voting.

Section 5. The president or, in his absence, the Vice President, shall act as Chairman at any meeting of the Board. In the absence of both the President and the Vice President, the Conservation Chair shall act as Chairman at any meeting of the Board. In the absence of all three abovementioned officers, no business requiring a vote may be conducted.

Section 6. The Membership Chair and Education Chair shall enjoy full Board voting privileges.

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Article VII
Nominating Committee

Section 1. The Board of Directors shall annually appoint, not later than four months prior to the next annual meeting of members, a Nominating Committee, to consist of not less than three members. The names of the members of the Committee shall be made known to all members through the SOCIETY'S newsletter or other publications, or by mail, not later than one month after the Nominating Committee has been constituted.

Section 2. The Nominating Committee shall nominate at least one candidate for officers and Directors to succeed those whose terms expire at the next annual meeting. Petitions for nomination of Officers and Directors may be submitted to the Nominating Committee as set forth in Article VII, Section 3. The Committee's report shall be presented to the membership by mail one month prior to the annual meeting.

Article VIII
Elections

Section 1. Each member, except Junior members, shall have the right to cast one vote at the election of Officers and Directors. Members in the Family class of membership shall be entitled to two votes per family.

Section 2. The Officers shall be elected for the respective terms by a plurality of the voting members of the SOCIETY present, in person or by proxy, at the annual meeting of members.

Section 3. All Officers shall serve for one year terms, or until their successors are elected and no individual may hold the same office for more than two consecutive terms. An exception may be made for the office of Treasurer.

Section 4. If by reason of resignation or death, or for any other reason, an office shall become vacant, the Board shall appoint, by majority vote, such Officer to fill the vacancy and the Officer so elected shall serve until the next annual meeting of members. When, for such purpose, an Officer has been elected for less than a full term, such part term shall be disregarded with respect to his qualification for re-election for a full term or for additional consecutive terms, as set forth in Section 3 above.

Section 5. The Directors shall be elected for the term of two years by a plurality of the voting members of the SOCIETY present in person or by proxy at the annual meeting. Three directors shall be elected during odd numbered years and three directors shall be elected during even numbered years.

Section 6. No one Director shall serve for more than two consecutive terms as a member of the Board, except in the case of an individual who after two years of consecutive service on the

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Board is elected an Officer and as such may serve one additional term as set forth in Article VIII, Section 3.

Section 7. 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 appoint a Director or Directors to fill such vacancies and the Director or Directors so appointed shall serve the remainder of that person's unexpired term. When for such purpose a Director has been elected for less than one calendar year, such part term shall be disregarded with respect to his qualification for re-election for additional consecutive terms, as set forth in Section 6.

Article IX
Committees

Section 1. The President, with the approval of a majority 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.

Article X
Commitments

This SOCIETY shall not enter into any commitments binding upon the NATIONAL SOCIETY without written authorization by the NATIONAL SOCIETY, nor shall the NATIONAL SOCIETY, without written authorization by this SOCIETY, enter in to any commitments binding upon this SOCIETY.

Article XI
Discontinuance

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

Article XII
Dissolution

Upon the dissolution, or upon abandonment, the assets of this SOCIETY remaining after payment of, or provision for, all debts and liabilities of this SOCIETY, shall be donated to the NATIONAL SOCIETY or its successor or, if unwilling or unable to accept said donations, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objectives and purposes as to this SOCIETY, as the Board of Directors of this 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

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and operated exclusively for one or more of the purposes presently set forth in Section 501 (c)(3) of the Internal Revenue Code.

Article XIII
Affiliations & Associations

Section 1. The SOCIETY may affiliate or associate with other organizations whose purposes are not conflicting.

Section 2. Such affiliation or association shall be in effect only if passed by 2/3 of the members present when voting.

Article XIV
Amendments

This set of By-Laws may be amended by a majority vote of members present in person or by proxy at any regular or special meeting of members duly called pursuant to the provisions of Article IV. The notice of such meeting shall recite the working of each proposed amendment.

Article XV
Parliamentary Authority

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

Article XVI
Construction

Section 1. This set of By-Laws shall be construed under the laws of the State of Illinois.

Section 2. The masculine pronoun, as used in these By-Laws shall mean the masculine or feminine, wherever applicable.