

BY-LAWS
of
HALIFAX RIVER AUDUBON, INC.

ARTICLE I
MEMBERSHIP

Section 1. Membership shall be open to any person interested in the purposes and objectives of HALIFAX RIVER AUDUBON.

Section 2. HALIFAX RIVER AUDUBON'S membership shall consist of two categories of members: National Members and Chapter-Only Members. For National Audubon's purpose of external communication, there will be one Audubon membership, which is National Members. For their purpose of internal administration, the One Audubon Membership Policy will apply. National Audubon Membership shall include membership in Audubon of Florida and Halifax River Audubon, Inc. and shall pay annual dues to National Audubon. Chapter-Only Membership shall be in Halifax River Audubon only. National dues are established by National Audubon. Chapter-Only dues shall be established by the Board of Directors of Halifax River Audubon. These monies are to remain in the chapter. Senior status is for members 65 years and older. Student membership rates are the same as for Senior membership.

- a. All memberships shall receive the official publications and have all other membership privileges of those societies with which such membership is maintained.
- b. Chapter-Only Members shall have the full privileges and voting rights as National Members in Chapter functions.
- c. Honorary Members of Halifax River Audubon, Inc. shall be elected by HALIFAX RIVER AUDUBON in recognition of outstanding service in the promotion of HALIFAX RIVER AUDUBON'S objectives. Their membership shall be continuous from the time of their election and there shall be no annual dues for them. They shall have no voting privileges in HALIFAX RIVER AUDUBON unless they are joint members with National Audubon, thereby becoming voting members of the local chapter.

Section 3. Those, who because of location or other reasons cannot or do not wish to take part in HALIFAX RIVER AUDUBON activities but who wish to keep in touch through THE PELICAN, may become Pelican Subscribers for an amount set by the Board of Directors.

Section 4. The membership year for members shall be from the time of enrollment in the National Audubon or Chapter-Only to the anniversary of their enrollment.

ARTICLE II **MEETINGS**

Section 1. Regular meetings of the HALIFAX RIVER AUDUBON shall be held monthly from September through June on the third Monday of the month and in such other months as may be directed by the Board of Directors or the President. Ten members shall constitute a quorum at a meeting.

Section 2. Special meetings may be called by the President or by the Board of Directors or by the Secretary on receipt of a written petition for such a call signed by ten or more members, stating the purpose for which they wish to have the special meeting convened. The program for any special general meeting shall include only such business as was stated in the call for the meeting.

Section 3. The Annual Meeting of HALIFAX RIVER AUDUBON shall be the regular meeting in June at which time the program shall include elections and such business as the membership may desire.

Section 4. The time and place of the regular meetings shall be determined by the Board of Directors or the President.

ARTICLE III **BOARD OF DIRECTORS**

Section 1. The control and conduct of the property and business of HALIFAX RIVER AUDUBON shall be vested in a Board of Directors. The Board shall also determine the policies of HALIFAX RIVER AUDUBON. The membership of the Board shall include the elected officers, six persons elected at large, the immediate past president, the Newsletter Editor and the chairmen of the standing committees. Two of the six members at large shall be elected annually for a three-year term. Vacancies of elected members occurring on the Board may be temporarily filled by the Board until the next annual meeting.

Section 2. Regular meetings of the Board of Directors shall be held on the first Monday of every month or as directed by the board. Additional meetings may be called by the President or a Quorum of the board when deemed necessary.

Section 3. A Quorum shall be five members of the Board membership at a Board of Directors meeting.

Section 4. All motions, discussions and decisions requiring Board approval shall be conducted at face-to-face meetings and shall not be conducted via telephone or e-mail. In the event an emergency arises which requires a decision to be made prior to the next regularly scheduled meeting of the Board, a special meeting shall be called by the President or a Quorum of the Board (as stated in Article III, Section 2 above.)

ARTICLE IV

OFFICERS

Section 1. The Officers of HALIFAX RIVER AUDUBON shall be President, two Vice-Presidents, a Recording Secretary, a Corresponding Secretary, a Membership Secretary, a Treasurer, and a Historian. The officers shall be elected at the annual meeting of members, occurring in odd years, and assume their duties immediately following the close of the meeting. They shall hold office for two years. The President may not succeed himself for more than one term for a total of two consecutive terms. In case of a vacancy occurring among the officers before the end of their term of two years, the office may be filled for the balance of the term by the Board of Directors.

Section 2. The President shall conduct the meetings of the HALIFAX RIVER AUDUBON and its Board of Directors and supervise the work of other officers and, in cooperation with them, the work of all committees, and appoint the chairmen of all committees and any replacements for them that may be necessary.

Section 3. The Vice-Presidents shall assist the President by giving leadership and supervision of the chairmen of the committees assigned to them, and shall substitute for the President as directed by the Board of Directors whenever he is unable to perform his duties.

Section 4. The Recording Secretary shall prepare minutes of the meetings of HALIFAX RIVER AUDUBON and its Board of Directors and shall maintain a permanent file of HALIFAX RIVER AUDUBON'S records and make them available for the carrying on of HALIFAX RIVER AUDUBON'S affairs, and perform such other secretarial duties as HALIFAX RIVER AUDUBON shall direct.

Section 5. The Corresponding Secretary shall prepare and send all official correspondence, which is necessary for the functioning of HALIFAX RIVER AUDUBON, and maintain a copy file of the correspondence.

Section 6. The Membership Secretary shall maintain a complete and up-to-date record of the HALIFAX RIVER AUDUBON'S membership.

Section 7. The Treasurer shall receive and deposit in a public bank all funds of HALIFAX RIVER AUDUBON, and make all payments of the HALIFAX RIVER AUDUBON'S funds as directed by the Board of Directors. Two signatures shall be required to withdraw funds from the savings accounts, that of the Treasurer and the Alternate Treasurer, and any withdrawal of funds must be approved by the Board of Directors. The Alternate Treasurer, who shall be elected by the Board of Directors, shall also perform the duties of the Treasurer in any prolonged absence of the Treasurer. The Treasurer shall keep an accurate record of all financial transactions of HALIFAX RIVER AUDUBON'S and report all receipts and disbursements to HALIFAX RIVER AUDUBON and its Board or Directors at their monthly meetings.

Section 8. The Historian shall keep a continuous record of the highlights of HALIFAX RIVER AUDUBON'S activities, field observations, inventory and location of HALIFAX RIVER AUDUBON'S property and personal history of its leaders.

ARTICLE V
FISCAL YEAR

The Fiscal Year of HALIFAX RIVER AUDUBON shall run from July 1 to June 30.

ARTICLE VI
AUDITING

The Board of Directors shall annually appoint a special Auditor(s) whose function shall be to report to the first fall meeting of the membership of the character and accuracy of the Treasurer's financial records and reports.

ARTICLE VII
NOMINATING COMMITTEE

Section 1. The Board of Directors shall annually appoint at the February Board meeting a nominating committee to consist of at least three members of HALIFAX RIVER AUDUBON. The names of the members of such Nominating Committee shall then be made known to the members of HALIFAX RIVER AUDUBON in the March THE PELICAN and suggestions for nominations for members of the Board of Directors and officers may be submitted to such committee by any other members of HALIFAX RIVER AUDUBON

Section 2. This committee shall nominate candidates for membership of the Board of Directors to succeed those whose terms of office will next expire. Its report will be presented at the annual members' meeting. This committee shall also nominate candidates for officers of HALIFAX RIVER AUDUBON to succeed those whose terms of office expire. Its report will be presented at the annual members' meeting.

Section 3. Nominations of members for the Board of Directors or officers may be made from the floor at the time of the meeting at which elections are to be held, providing permission of such candidates has been secured.

ARTICLE VIII
STANDING COMMITTEES

There shall be appointed annually by the President a chairman for each standing committee, who may select other members to serve on the committee. These committees and their duties shall be:

Section 1. A Membership Committee of as many members as is deemed necessary, whose duties shall be to conduct membership campaigns and to bring into HALIFAX RIVER AUDUBON all who are interested in wildlife and conservation.

Section 2. A Program Committee shall make all plans and arrangements for the meetings of HALIFAX RIVER AUDUBON. The chairman of the committee shall be one of the Vice-Presidents.

Section 3. A Field Trip Committee shall organize and arrange for the appropriate conduct of field trips.

Section 4. A Publicity Committee shall strive to secure through newspaper, radio, TV and other media the maximum of publicity covering the activities and objectives of HALIFAX RIVER AUDUBON.

Section 5. A Conservation Committee shall endeavor to keep HALIFAX RIVER AUDUBON informed of conservation developments and legislation on local, state and national governmental levels and submit recommendations to the Board of Directors for their consideration and possible action. This committee shall also search for and recommend to the Board of Directors areas that may be leased, purchased or posted as sanctuaries

Section 6. An Education Committee shall endeavor to promote the interest of youth in nature and conservation by whatever means deemed effective, such as encouraging the participation of students, teachers and other youth leaders at Audubon Camps, conservation workshops and school programs.

Section 7. A Hospitality Committee shall arrange for refreshments at General Meetings and at other functions of HALIFAX RIVER AUDUBON where appropriate.

Section 8. A Publications Committee shall publish a monthly newsletter for members of HALIFAX RIVER AUDUBON and shall prepare any other publications helpful to HALIFAX RIVER AUDUBON'S program.

Section 9. The President shall appoint such other committees as he deems advisable for such terms as are necessary.

ARTICLE IX **COMMITMENTS**

HALIFAX RIVER AUDUBON shall not enter into any commitments binding upon the NATIONAL SOCIETY or AUDUBON OF FLORIDA without written authorization by the NATIONAL SOCIETY or AUDUBON OF FLORIDA, nor shall the NATIONAL SOCIETY or AUDUBON OF FLORIDA, without written authorization by HALIFAX RIVER AUDUBON, enter into any commitments binding upon HALIFAX RIVER AUDUBON.

ARTICLE X
DISCONTINUANCE

HALIFAX RIVER AUDUBON 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 HALIFAX RIVER AUDUBON as a CHAPTER of the NATIONAL SOCIETY upon six (6) months' notice, in writing, to HALIFAX RIVER AUDUBON. In the event of such notice of termination by either HALIFAX RIVER AUDUBON or the NATIONAL SOCIETY, the allocation of dues by the NATIONAL SOCIETY to HALIFAX RIVER AUDUBON shall cease on expiration of the six (6) months' period. However, members of HALIFAX RIVER AUDUBON shall remain members of the NATIONAL SOCIETY for the balance of the term for which dues have been paid.

ARTICLE XI
AMENDMENTS

The Constitution and By Laws may be amended by a majority vote of the members present or by proxy at any regular or special meeting of members provided the wording for each proposed amendment shall have been presented to the membership with a written call for such meeting. Publication in THE PELICAN may serve as written call.

ARTICLE XII
PARLIAMENTARY AUTHORITY

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

ARTICLE XIII
CONSTRUCTION

Section 1. This Constitution and By Laws shall be construed under the laws of the State of Florida.

Section 2. The masculine pronoun, as used hereinabove, shall mean the masculine or feminine, wherever applicable.

These By Laws were adopted by the CHAPTER at the Annual Meeting held on June 15, 2009.