

BY-LAWS
of
HALIFAX RIVER AUDUBON, INC.

Article I: Name and Affiliation

This organization shall be a not-for-profit corporation known as the HALIFAX RIVER AUDUBON, INC. and shall be a chapter of the National Audubon Society. The relationship between this Chapter and the National Audubon Society shall be governed by the Chapter Policy. Neither Chapters nor National shall enter into any commitment binding on the other without written authorization to do so.

Article II: Purpose

Through education and advocacy, HALIFAX RIVER AUDUBON, INC. fosters understanding and care of the environment that provides quality of life for people and wildlife.

Article III: Membership

HALIFAX RIVER AUDUBON, INC. membership shall consist of three categories of members: National Members, Chapter-Only Members and Honorary members.

Section 1: The National Audubon Society membership shall include membership in Audubon Florida and HALIFAX RIVER AUDUBON, INC. and shall pay annual dues to the National Audubon Society. Memberships shall receive the official publications and have all other membership privileges of those societies with which such membership is maintained. National dues are established by the National Audubon Society.

Section 2: Chapter-Only membership shall be in HALIFAX RIVER AUDUBON, INC. only. Chapter-Only members shall have the full privileges and voting rights as the National Audubon Society members in the Chapter functions. Chapter-Only dues shall be established by the Board of Directors of HALIFAX RIVER AUDUBON, INC. These monies are to remain in the Chapter.

Section 3: Honorary members of HALIFAX RIVER AUDUBON, INC. shall be elected by HALIFAX RIVER AUDUBON, INC. in recognition of outstanding service in the promotion of HALIFAX RIVER AUDUBON, INC. objectives. Their

membership shall be continuous from the time of their election and there shall be no annual dues required. They shall have no voting privileges in HALIFAX RIVER AUDUBON, INC. unless they are joint members with the National Audubon Society, thereby becoming voting members of the local chapter.

Section 4: The membership year for members shall be from the time of enrollment in the National Audubon Society or Chapter-Only to the anniversary of their enrollment. Delinquent membership status shall be as defined in the By-laws of the National Audubon Society.

Article IV: Meetings

Section 1: Chapter membership meetings of the HALIFAX RIVER AUDUBON, INC. shall be held monthly from September through May each year on dates established by the Board of Directors.

Section 2: The Annual Meeting of HALIFAX RIVER AUDUBON, INC. shall be the chapter membership meeting in May at which time the program shall include elections and such business as the membership may desire.

Section 3: The time and place of the chapter meetings shall be determined by the Board of Directors or the President.

Article V: Board of Directors

Section 1: The control and conduct of the property, business, long term objectives and overall policies of HALIFAX RIVER AUDUBON, INC. shall be vested in a Board of Directors. The elected officers of HALIFAX RIVER AUDUBON, INC. shall be ex-officio members of the Board of Directors. The remaining members of the Board of Directors shall be appointed by the President subsequent to discussion and approval by the Board of Directors. When a new president assumes office, the past president shall remain a member of the Board of Directors for one additional year.

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 of Directors. Additional meetings may be called by the President or a quorum of the Board of Directors when deemed necessary.

Section 3: A simple majority of the members of the Board of Directors shall constitute a quorum. The Board of Directors shall conduct business by majority vote, provided a quorum is present. In the event of a tie vote, the presiding officer, who shall normally not vote, shall cast the deciding vote.

Section 4: All expenditures of the HALIFAX RIVER AUDUBON, INC. shall be in accordance with a Board of Directors approved budget or shall be approved by majority vote of the Board of Directors.

Article VI: Officers

Section 1: The Officers of HALIFAX RIVER AUDUBON, INC. shall be a President, a Vice-President, a Secretary, and a Treasurer. 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, INC. 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-President 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 Secretary shall prepare minutes of the meetings of HALIFAX RIVER AUDUBON, INC. Board of Directors. The minutes shall be made available for uploading onto the Chapter's website accessible by HALIFAX RIVER AUDUBON, INC. Board of Directors for the carrying on of HALIFAX RIVER AUDUBON, INC. business. The Secretary shall perform any other such secretarial duties as HALIFAX RIVER AUDUBON, INC. directs.

Section 5: The Treasurer shall receive and deposit in a public bank all funds of HALIFAX RIVER AUDUBON, INC., and make all payments of the HALIFAX RIVER AUDUBON, INC. funds as directed by the Board of Directors. The Treasurer shall keep an accurate record of all financial transactions of HALIFAX RIVER AUDUBON, INC. and report all receipts and disbursements to HALIFAX RIVER AUDUBON, INC. and its Board or Directors at their regular meetings.

Article VII: Nominating Committee

Section 1: The Board of Directors shall annually appoint at the February Board of Directors meeting the Nominating Committee to consist of at least three members of HALIFAX RIVER AUDUBON, INC. The names of the members of the Nominating Committee shall then be made known to the members of HALIFAX RIVER AUDUBON, INC. in March by the chapter's current means of communication 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, INC.

Section 2: The Nominating Committee shall nominate candidates for officers of the HALIFAX RIVER AUDUBON, INC. and shall present its slate of nominees to the membership at the April chapter meeting. This slate of nominees shall also be conveyed to the membership by the chapter's current means of communication prior to the May chapter meeting.

Section 3: In case any member of the Nominating Committee shall be unable to serve, then the President shall appoint a person to fill the vacancy.

Section 4: The month of May shall be designated as the Annual Chapter Meeting of HALIFAX RIVER AUDUBON, INC., at which time the election of new officers shall take place. Prior to the actual election, the presiding officer shall call for additional nominations from the floor. The newly elected officers shall assume their duties at the start of the new fiscal year.

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 may include, but are not limited to the following:

Section 1: A Membership Committee shall conduct membership campaigns and bring into HALIFAX RIVER AUDUBON, INC. all who are interested. It shall also be the duty of the committee to maintain a current membership roster.

Section 2: A Program Committee shall make all plans and arrangements for the meetings of HALIFAX RIVER AUDUBON INC.

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, INC.

Section 5: A Conservation Committee shall endeavor to keep HALIFAX RIVER AUDUBON INC. 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.

Section 6: An Education Committee shall endeavor to promote the interest of youth in nature and conservation by whatever means deemed effective.

Section 7: The Historian shall keep a continuous record of the highlights of HALIFAX RIVER AUDUBON INC. activities, field observations, inventory and

location of HALIFAX RIVER AUDUBON INC. property and personal history of its leaders.

Article IX: Finances

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

Article X!: Amendments

Section 1: These By-laws may be amended at any chapter meeting of HALIFAX RIVER AUDUBON, INC. by a majority vote of those members present and voting, provided notice of the proposed amendment has been given at a previous meeting and in any subsequent official HALIFAX RIVER AUDUBON, INC. communication.

Section 2: A copy of any amendments to these By-laws shall be submitted to the National Audubon Society with the next annual report.

These By-Laws were adopted on [Oct. 15, 2012] and most recently revised on [date].