

THE AUDUBON SOCIETY OF NORTHERN VIRGINIA, INC. ("SOCIETY")

BYLAWS

ARTICLE I

MEMBERSHIP

**Section 1.**

Any person who subscribes to the purposes and objectives of this SOCIETY is eligible for membership.

**Section 2.**

The classes of membership of this SOCIETY, membership dues, rights and privileges of membership, and dues payment and cancellation policies shall be as determined from time to time by the Board of Directors in accordance with the policy of the NATIONAL SOCIETY.

**Section 3.**

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. ~~Family Class of Membership, if any, shall be entitled to two votes per family, provided at least two members of the family are present to vote.~~

**Commented [TB1]:** ASNV has never had a Family Class of Membership.

ARTICLE II

MEETINGS

**Section 1.**

Regular meetings of members shall be held on such day of such months as may be determined by the Board of Directors. Such regular meetings shall be held not fewer than four times in any calendar year.

**Section 2.**

The annual meeting of members shall be held on such date each year as may be determined by the Board of Directors. Election of Officers and Directors, approval of general budget items and such other business appropriately conducted on an annual basis shall be conducted at the annual meeting.

**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, or of ~~25~~100 members, whichever is fewer.

**Commented [TB2]:** We have about 4500 members. Providing for special meetings at the request of 100 members seems more appropriate given the size of the organization.

**Section 4.**

Notice of all meetings at which SOCIETY business is to be transacted shall be given not less than ten (10) days nor more than forty (40) before the date of the meeting. Such notice is given when ~~sent by email deposited in the United States Mail, with postage thereon prepaid, and directed to the member at his-the~~ address as it appears on the record of members, or at such other address as the member 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 publication, provided such publication is emailed according to the provisions stated hereinabove. ~~The notice shall also be published on the SOCIETY's website.~~

**Commented [TB3]:** Sending mailed notices of membership meetings costs more than \$1500. It is much more economical to announce meetings via email and the website.

**Section 5.**

Notice of all meetings of members shall state the purpose or purposes for which the meeting is called.

**Section 6.**

The lesser of either one-tenth (1/10) of all voting members or twenty-five (25) voting members shall constitute a quorum at any meeting of members at which SOCIETY business is conducted. The members may be present ~~in person physically, electronically~~ or by proxy. Members may cast one vote and their proxies on any motion, ~~except that in the case of family membership (cf., I, 3) two votes may be cast only if two members are present in person.~~ An individual, however, may cast no more than 25 proxy votes.

**Commented [TB4]:** The revision allows ASNV to have member meetings electronically.

**Commented [TB5]:** ASNV has never had a family class of membership.

ARTICLE III

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.

**Section 2.**

The Directors shall be elected for the term of three years by a plurality of the voting members of the SOCIETY present in person or by proxy at the annual meeting of members. However, for the initial election only, two Directors shall be elected for a term expiring in 1980 and two for a term expiring in 1981.

**Section 3.**

No one individual shall serve more than the equivalent of three (3) consecutive terms as a member of the Board, whether they serve terms only as a Director or combined Officer and Director terms.

**Section 4.**

If by reason of resignation or death, or for any other reason, vacancies exist whereby the Board has not the full complement of Directors, or otherwise exist, the Board may proceed to elect a Director or Directors to fill such vacancies and the Director or Directors so elected shall serve out the respective term. When for such purposes a Director has been elected for less than a full term, such part term shall **not** be disregarded with respect to ~~his~~ the Director's qualification for reelection for additional consecutive terms, as set forth in Section 3. hereinabove.

**Section 5.**

The immediate Past President shall serve as a Director, ex-officio with full voting rights for two years. Such term shall be disregarded with respect to qualification for reelection for additional consecutive terms, as set forth in Section 3 hereinabove.

**Section 6.**

There shall be at least four regular meetings of the Board of Directors in any one calendar year, no more than one regular meeting in any one month. The dates for the regular meetings shall be determined by the Board.

**Section 7.**

Special meetings of the Board shall be called by the President, or by the Secretary upon request of the majority of the Board. Notice of a special meeting may be given in person, by e-mail (to those Board members who correspond by e-mail), or by telephone not less than three (3) nor more than ten (10) days prior to the date of the meeting ~~or if by postal mail, not less than ten (10) nor more than twenty (20) days prior to the date of the meeting.~~

**Commented [TB6]:** It is much more economical to send notices by email and posting on the website.

**Section 8.**

~~The Executive Committee may by vote remove a Director from the Board if the Director misses three consecutive meetings.~~

**Commented [TB7]:** This provision is intended to ensure that Directors remain active in the affairs of ASNV.

**Section 9.**

A majority of the Board shall constitute a quorum at any meeting of the Board.

**Section 910.**

The President or, in the President's absence, the Vice President shall chair any meeting of the Board. In the absence of both the President and the Vice President, the order of succession given in Section 4 of Article IV shall be followed.

ARTICLE IV

OFFICERS

**Section 1.**

The Officers of the SOCIETY shall be a President, a Vice President, a Secretary, and a Treasurer, and such other Officers as may be determined by the Board of Directors. No positions may be held concurrently by a single individual.

**Section 2.**

The President shall hold office for a two-year term, or until a successor is elected; the President is not eligible for election to more than two (2) terms. The Treasurer shall hold office for a two-year term, or until a successor is elected; the Treasurer is not eligible for election to more than two (2) terms. The President and the Treasurer shall serve overlapping terms, and under normal circumstances shall never be elected in the same year. All other Officers shall serve for two (2) year terms, or until their successors are elected, and no individual may hold the same office for more than three (3) consecutive terms.

**Section 3.**

The Officers shall be elected for their 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 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~~ a person to fill the vacancy and the Officer so elected shall serve out the respective term. When, for such purpose, an Officer has been elected for less than a full term, such part term shall be disregarded with respect to qualification for reelection for a full term or for additional consecutive terms, as set forth in Section 2 hereinabove.

Until such vacancy is filled by the Board, the order of succession shall be as follows (unless designated otherwise by the Board): ~~for~~ President, Vice President, Treasurer, Secretary.

**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. The President shall also be an ex-officio member of all committees and shall preside at all meetings of members and of the Board.

**Section 6.**

The Vice President shall assist the President in carrying out the duties of the President 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, subject to instructions by the Board, and shall preside at meetings of members and of the Board.

**Section 7. ~~INTENTIONALLY OMITTED~~**

**Section 8.**

The Secretary shall keep a record of all proceedings of the SOCIETY and of the Board of Directors. The Secretary shall send notice of all meetings, preserve the seal of the SOCIETY, if any, and affix it to all documents requiring the seal of the SOCIETY, and shall attest the same. ~~The Secretary shall conduct all correspondence of the SOCIETY by instructions of the Board and shall preserve all correspondence of the SOCIETY. The Secretary shall keep a record of all proceedings of the SOCIETY and of the Board of Directors and maintain key corporate documents and records. The Secretary shall send notice of all meetings as required by Art. II Sec. 4 and make arrangements as necessary for meetings of the Board of Directors. The Secretary shall be responsible for filing documents and forms required to comply with state corporation laws and assume other duties as assigned by the President.~~

**Commented [TB8]:** The revisions conform the description of the Secretary's responsibilities to current practice.

**Section 98.**

The Treasurer shall have custody of the SOCIETY's funds, shall disburse such funds as may be ordered by the Board, shall report to the Board of Directors at its regular meetings or as requested, shall prepare an annual report on the financial condition of the SOCIETY for distribution to the members at the annual meeting of members and may forward a copy of such report to the NATIONAL SOCIETY.

**Section 910.**

All checks and drafts of the SOCIETY may be signed by the Treasurer, the President, Vice President or by such other officers as authorized by the Board.

**Section 10.**

~~The President, Vice-President, Secretary and Treasurer shall constitute the Executive Committee. The Executive Committee shall meet from time to time to facilitate decision-making between Board meetings and in urgent circumstances.~~

**Commented [TB9]:** This provision formalizes current practice.

## ARTICLE V

### NOMINATING COMMITTEE

#### Section 1.

~~The Board shall designate a Nominating Committee of at least two Directors not less than 90 days before the Annual Meeting. The Nominating Committee shall announce vacancies on the Board and the names of the Nominating Committee members in the SOCIETY's newsletter or other publication not less than 60 days before the Annual Meeting and invite members of the SOCIETY to propose candidates for membership on the Board. Board of Directors shall annually appoint, not later than three (3) months prior to the next annual meeting of members, a Nominating Committee, to consist of not less than three (3) members. The names of the members of the Nominating Committee shall be made known to the members through the SOCIETY's newsletter or other publication, or by mail, or at regular meeting of members. Suggestions for nominations of Officers and Directors may be submitted to the Nominating Committee by any member of the SOCIETY, or in the absence of a Nominating Committee, as directed by the Board or Officers in the SOCIETY's newsletter or otherwise.~~

**Commented [TB10]:** The revisions clarify the process for creating a nominating committee and proposing candidates for the Board and eliminate provisions for notification by mail.

#### Section 2.

The Nominating Committee, ~~if any,~~ shall nominate candidates for Offices and Directors to succeed those whose terms expire at the next annual meeting. The Committee's report may be presented to the membership at a regular meeting of ~~members-~~members.

#### Section 3.

Nothing contained herein shall be construed to prevent nominations of Officers and Directors from the floor at the annual meeting.

## ARTICLE VI

### OTHER COMMITTEES

#### Section 1.

The President, with the approval of the Board of Directors, shall appoint individuals to chair Standing Committees, who in turn may select their own committee members with recommendations and suggestions from the Board. Terms of office shall be as determined by the Board of Directors.

#### Section 2.

The President, with the approval 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.

#### Section 3.

The Standing Committees may be as follows and may include such other committees as may be constituted by the Board of Directors to carry out the functions of the SOCIETY:

##### Conservation Committee

The Conservation Committee shall plan and implement a program of conservation activities for the SOCIETY for the purpose of improving wildlife habitat and conserving key wildlife species. The Committee shall assist the SOCIETY in developing partnerships with other conservation organizations that are active in the SOCIETY's territory.

##### Citizen Science Committee

The Citizen Science Committee shall plan and implement a program of citizen science activities for the SOCIETY, including field trips and nature walks, formal surveys and other wildlife counts. The Committee shall ensure that data from citizen science activities are captured and that results from surveys are analyzed and published.

#### Audubon at Home Committee

The Audubon at Home Committee shall plan and implement a program to educate and encourage ~~land~~ ~~owners~~ ~~landowners~~ to make their properties more wildlife friendly by implementing features and practices designed to improve the value of their habitat for birds and other wildlife.

#### Adult Education Committee

The Adult Education Committee shall plan and carry out a program of courses and workshops for adults in natural science/natural history for members and the public, for purposes of informing and educating the public about the natural environment. The Adult Education Committee may cooperate in furthering the educational objectives and programs of the NATIONAL SOCIETY. It shall encourage schools and colleges within the SOCIETY's territory to conduct courses in, or otherwise stress, natural history, ecology and conservation. It shall inform and educate the public about the natural environment through other appropriate means and media.

#### Youth Education Committee

The Youth Education Committee shall plan and carry out a program of courses and workshops for children, youth, and their families in natural science/natural history for members and the public and may cooperate in furthering the educational objectives and programs of the NATIONAL SOCIETY. The Youth Education Committee shall also plan and carry out activities to support teachers in furthering natural sciences education. It shall, through other means, inform and educate the public about the natural environment, and shall encourage elementary and secondary schools within the SOCIETY's territory to conduct courses in, or otherwise stress, natural history, ecology and conservation.

#### Advocacy Committee

The Advocacy Committee shall keep informed on 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 position statements on governmental policies and on actions by governmental bodies and other entities and shall recommend them for approval by the SOCIETY's Board of Directors, when, feasible necessary. It shall take action in line with the SOCIETY's mission and position statements carry out the conservation policy~~ as authorized by the Board and may coordinate the actions of the SOCIETY with the policy and activities of the NATIONAL SOCIETY ~~and other chapters of the NATIONAL SOCIETY~~ insofar as conservation measures and policies of regional or national scope are concerned.

**Commented [TB11]:** The revision conforms the Bylaws to current practice.

#### 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.

#### 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, and appreciation of "conservation, ecology and natural history."

#### Communications Committee

The Communications Committee shall oversee the SOCIETY's website, social media presence and monthly newsletter. It shall also develop print materials in conjunction with other committees, maintain membership records, including mail and email distribution lists, conduct outreach to new members and coordinate with staff and other committees to represent the SOCIETY at events and speaking engagements.

#### Finance Committee

The Finance Committee shall ~~develop an investment strategy for SOCIETY funds and recommend to the Board the funds to invest in and the amount to be invested in each. It shall also assist the Treasurer, as needed, in developing SOCIETY budgetary plans and preparation of financial reports. plan the annual budget of the SOCIETY, assist the Treasurer in the preparation of financial reports, and make recommendations and carry out plans for obtaining financial support for the SOCIETY.~~

#### Diversity and Inclusion Committee

~~The Diversity and Inclusion Committee shall plan and carry out a program of outreach and educational activities for adults and youth from currently underserved populations in Northern Virginia and shall promote representation opportunities for these groups. The Committee shall represent the SOCIETY with affinity groups to strengthen partnerships to educate the diverse public about the natural environment and encourage active participation in conservation and environmental justice.~~

**Commented [TB12]:** The revision conforms the Bylaws to current practice. [Note to Board: The revised Bylaws provide that the Executive Committee can make decisions in urgent circumstances. There does not seem to be a need to include a provision for the EC to act on Finance Committee recommendations.]

### ARTICLE VII

#### COMMITMENTS

##### **Section 1.**

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 into any commitments binding upon this SOCIETY.

##### **Section 2.**

This SOCIETY shall, exist as an independent organization. Beyond the minimum requirements set by the NATIONAL SOCIETY to maintain chapter status, the SOCIETY has absolute discretion in the governance of its affairs, including, but not limited to, the creation and management of a Nature Center or other educational facility on property controlled by the SOCIETY.

### ARTICLE VIII

#### 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 ~~National Audubon Society Chapter Policy adopted May 17, 2014 or successor policy 2001 Audubon Chapter Policy adopted by the NATIONAL SOCIETY'S Board of Directors on December 8, 2001.~~

**Commented [TB13]:** This revision references current National Audubon Society policies.

**ARTICLE IX**  
**AMENDMENTS**

~~This Constitution and These~~ 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 II, Section 4 hereinabove. The notice of such meeting shall recite the wording of each proposed amendment.

**Commented [TB14]:** ASNV does not have a Constitution.

**ARTICLE X**  
**PARLIAMENTARY AUTHORITY**

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

**ARTICLE XI**  
**CONSTRUCTION**

~~These Constitution and~~ By-laws shall be construed under the laws of the Commonwealth of Virginia.

**Commented [TB15]:** ASNV does not have a Constitution.