

**VENICE AREA AUDUBON SOCIETY BY-LAWS**  
Revised April 2004

**ARTICLE I. NAME and AFFILIATION**

This organization shall be a non-profit organization known as the Venice Area Audubon Society (VAAS) with headquarters in Venice, Florida, affiliated with the National Audubon Society and Audubon of Florida (AOF). The relationship between this Society and the National Society shall be governed by National's Chapter Policy.

**ARTICLE II. PURPOSE**

The purpose of VAAS is to promote an understanding of and interest in wildlife and the environment that supports it, and to foster the cause of conservation with emphasis on birds and their habitat.

**ARTICLE III. MEMBERSHIP**

**Section 1.** Any interested person is eligible for membership in the Society.

**Section 2.** Two types of membership are recognized as follows: Joint membership in Venice Area Audubon Society, Audubon of Florida, and National Audubon Society, and Associate membership only in the Venice Area Audubon Society. Associate members also can be seasonal members of Venice Area Audubon Society and hold a membership to National Audubon Society through another chapter. Associate members renew on September 1 of each year by paying dues that are set by the Board of Directors. If a person joins as an Associate member after February, his membership will be effective up to September of the following year. Both Joint and Associate members are eligible to vote and hold office. All members will receive VAAS publications and may participate in all events and activities of this Society.

**ARTICLE IV. MEETINGS**

**Section 1.** Meetings of the general membership shall be held on the fourth Tuesday of each month and meetings of the Board of Directors on the third Tuesday of each month except December and May when both meetings may be scheduled earlier in the month. The annual meeting shall be held in April. These meetings are not scheduled for summer months.

**Section 2.** Procedures at meetings shall be governed, where pertinent, by the *Standard Code of Parliamentary Procedure*.

**Section 3.** One Board member shall be designated by the President to act as parliamentarian.

**ARTICLE V. BOARD OF DIRECTORS & EXECUTIVE COMMITTEE**

**Section 1.** The control and conduct of the property and business of the Society shall be vested in a Board of Directors which shall also determine the policies of the Society. The Board of Directors shall be comprised of six elected officers, the immediate past president, and four directors. Board meetings are open to the membership.

**Section 2.** The EXECUTIVE COMMITTEE shall consist of the President and two Vice-presidents (or two officers designated by the President) and shall be empowered to conduct business and to appropriate funds, not exceeding \$200, when necessary between regular Board meetings. The Executive Committee shall further assist the President as needed.

**Section 3.** VACANCIES occurring on the Board shall be filled by appointment by the Executive Committee effective until the next annual meeting.

**Section 4.** The PAST PRESIDENT shall be a member of the Board and may remain so until replaced by the next past president.

**Section 5.** Board members who find themselves temporarily unable to attend board meetings and/or perform their duties because of prolonged illness or during months of northern residence, shall work with the President to appoint one person who will perform all duties and privileges of the office for a designated period of time.

**Section 6.** Six members of the Board shall constitute a QUORUM for the transaction of business.

## **ARTICLE VI OFFICERS and DIRECTORS - DUTIES and TERM LIMITS**

**Section 1.** Officers and directors shall be elected at the annual meeting in April and shall assume their duties on May 1. The two vice-presidents and past president shall each act as coordinator of one Area of Assignment as defined in Article XI and the Addendum.

**Section 2.** OFFICERS of the Society shall consist of president, first vice-president, second vice-president, recording secretary, corresponding secretary, and treasurer. They shall hold office for two years and may be re-elected for an additional consecutive two-year term.

**Section 3.** Four DIRECTORS shall be elected for three-year terms, with staggered terms. In cases in which a director was elected to fill the remainder of a three term and so has served less than three years, he\* may be elected to a second consecutive full-term as director. Each director shall act as coordinator of one Area of Assignment as defined in Article XI and the Addendum.

**Section 4.** The PRESIDENT shall preside at all meetings of the Society, including all meetings of the Board, shall supervise all phases of the Society's work in accordance with the general policies of the Board, and be a member of and presiding officer of the Executive Committee. He shall be an ex-officio member of all committees except auditing and nominating. He shall attend or send a representative to AOF meetings and maintain contact with the National Audubon Society.

**Section 5.** The FIRST VICE PRESIDENT shall, in the absence or inability of the president, preside and perform the duties of the president and shall act as coordinator of an Area of Assignment as defined in Article XI and the Addendum to these by-laws.

**Section 6.** The SECOND VICE PRESIDENT shall, in the absence of the president and first vice-president, perform the duties of the president and shall act as coordinator of an Area of Assignment as defined in Article XI and the Addendum to these by-laws.

**Section 7.** The RECORDING SECRETARY shall keep a record of all proceedings of the general membership meetings and the meetings of the Board of Directors.

**Section 8.** The CORRESPONDING SECRETARY shall notify Board members of Board meetings at least one week before such meetings. He shall conduct and preserve correspondence relating to the Society and perform such other duties as the Board may direct. He shall visit the postal box on a regular weekly basis and distribute the mail and shall appoint an alternate when unable to do so. He shall act as recording secretary in the absence of that officer.

**Section 9.** The TREASURER shall receive and be the custodian of all monies of the Society and shall deposit all such funds in the name and credit of the Society as may be ordered by the Board. He shall disburse the funds of the Society as may be ordered by the Board, taking proper vouchers therefore. Whenever required by the Board of Directors, he shall render an account of all transactions as treasurer and of the financial condition of the Society. He shall submit a report of the Society's financial condition at the annual meeting. He shall submit all financial records for an annual audit within ninety days following the end of the fiscal year. He shall work with the president and the director of Ways & Means to develop an annual budget. He shall collect and deposit fees based on net proceeds from all field trips, as directed by the Board. He shall prepare regular reports on the financial status of field trips. He shall act as an ex-officio member of the Endowment Funds Committee.

## **ARTICLE VII. FINANCE**

**Section 1.** The FISCAL YEAR shall begin May 1 and end April 30.

**Section 2.** The Board shall annually appoint to serve as AUDITOR a person who is not a member of the Board and whose function is to report to the Board no later than the October Board meeting as to the character and accuracy of the treasurer's financial records and reports.

(\* NOTE: The pronoun "he" as used throughout this document shall be read as "s(he).")

**Section 3.** The Finance Committee, under direction of the Ways & Means coordinator and including the president and treasurer, shall prepare an ANNUAL BUDGET and submit it to the Board in May. The Board may change or amend the budget by a simple majority vote.

**Section 4.** TWO SIGNATURES shall be required on all drafts and checks and shall be signed first by the treasurer and second by the president or the first vice-president in the event that the president is incapacitated.

**Section 5.** Expenditures in excess of \$25 shall not be eligible for REIMBURSEMENT unless ADVANCE APPROVAL of the Board or the Executive Committee has been obtained. This stipulation shall not apply to those officers or directors whose activities are funded in the annual budget.

#### **ARTICLE VIII. NON PROFIT, TAX EXEMPT STATUS**

Neither the membership, board, nor any other officer shall take any action or allow any activity or use of society property which shall endanger the non profit corporate status or the tax exempt status of this Society. Nothing in these bylaws shall be construed to allow a violation of this section.

#### **ARTICLE IX. ENDOWMENT FUNDS**

**Section 1.** The PURPOSE of Endowment Funds is to enhance the mission of the Society by receiving bequests and other gifts of money to be held, invested, disbursed and administered by the Venice Area Audubon Society.

**Section 2. ADMINISTRATION.** The Venice Area Audubon Society Board of Directors shall oversee holding and management of the Endowment Funds and invest these funds responsibly. The treasurer shall be responsible for administering all endowment funds under the direction of the Board. In the fall of each year, the President shall appoint, with approval of the Board, a Society member to help the treasurer watch over our investments. Any changes in investment and condition of the Fund shall be approved by the Board of Directors. Donated or bequeathed funds to the Society shall be administered according to the wishes of the donors, however, undirected gifts greater than \$1000 will be placed in the Endowment Fund. The principal monies comprising the Funds shall remain invested and untouched.

**Section 3. DISBURSEMENTS.** A percentage of the asset gain of the Endowment Funds shall be available for disbursement annually to the Board. Unless otherwise directed by a donor, the Board is empowered to make use of these disbursements within the Society for the purpose of fulfillment of this Society's stated mission goals. The Board is also permitted to grant all or part to other environmental groups whose work contributes towards fulfillment of this Society's stated mission goals. The amount disburseable shall be up to a maximum of 75% of the annual increase of the total value of the Endowment Funds. The treasurer shall be directed by the Board to disburse the specified amount each new calendar year.

**Section 4. FINANCIAL RECORDS and AUDIT.** Regular financial statements shall be provided to the Board and to the Membership. Records shall be subject to the same audit procedures as other financial records of the Society.

#### **ARTICLE X. NOMINATING COMMITTEE**

**Section 1.** The nominating committee shall consist of three to five members of this Society, one of whom shall be appointed by the president and the remainder by the Board prior to the FEBRUARY meeting. An attempt shall be made to avoid having the same persons serve on this committee in consecutive years.

**Section 2.** This committee shall nominate a slate of candidates to succeed those officers and directors whose terms of office expire. Its report shall be presented at the MARCH meeting of the general membership by the nominating committee chair and again at the annual meeting in APRIL. The President shall conduct the election at the April meeting.

**Section 3.** In the event that any member of the nominating committee shall be unable to serve, the Board shall appoint a person to fill the vacancy.

**Section 4.** Nominations may be made from the floor at the annual meeting before the election, provided the proposed nominee is a member and provided the prior consent of the proposed nominee has been obtained.

#### **ARTICLE XI. AREAS OF ASSIGNMENT**

**Section 1.** The eight Areas of Assignment are: BIRD RESEARCH, CONSERVATION & ENVIRONMENT, EDUCATION, FIELD TRIPS, MEMBERSHIP, PROGRAM, PUBLIC RELATIONS, and WAYS & MEANS.

**Section 2.** The Vice-Presidents, Directors, and the Past President shall head the Areas of Assignment and are encouraged, with the assistance and advice of the President, to form committees to assist them in performing their required duties. Individual Areas of Assignment may be determined annually by mutual agreement among involved Board members, or the President may appoint Area coordinators with the agreement of the Board.

**Section 3.** The definition and responsibilities of each Area of Assignment are listed in the Addendum to these by-laws.

**ARTICLE XII. AMENDMENT and REVISION**

**Section 1.** Every THIRD YEAR a By-Laws Review Committee shall be appointed by the President to examine the by-laws and recommend to the Board: (1) any changes required to bring the by-laws into conformance with actual procedures that may have evolved and/or (2) any changes that are deemed desirable to improve the operation of the Society.

**Section 2.** The By-Laws Review Committee shall consist of three of the elected officers and/or directors with the addition of two members at large at the discretion of the President.

**Section 3.** These by-laws may be amended at any regular meeting of the Society by a two-thirds vote of those members present and voting provided: (1) notice of the proposed amendment(s) has been given at a previous meeting of the general membership and (2) all such proposed amendments are submitted in writing and signed by at least three members in good standing and (3) a majority of board members present and voting have approved the proposed amendments at a previous board meeting and (4) no by-laws change or revision has been adopted during the previous 12 months.

*in Regular meeting*

NAME	SIGNATURE	DATE
Phyllis Courter, Nom. Comm. Chair	<u>Phyllis Courter</u>	<u>4/27/04</u>
Dan Kixmiller, President	<u>Dan Kixmiller</u>	<u>4/27/04</u>
Nancy White, Director	<u>Nancy White</u>	<u>4/28/04</u>
Roberta Williams, Board Member	<u>Roberta Williams</u>	<u>4/28/04</u>
David Evans, Member	<u>David Evans</u>	<u>4/28/04</u>

## ADDENDUM Part I. AREAS OF ASSIGNMENT

**I. BIRD RESEARCH:** The duties of this coordinator are to oversee operation of the following activities and committees: Bird Recorder, Bird Censuses, Christmas Bird Count, Birding Hotline, and other related activities as may be directed by the President.

**II. CONSERVATION and ENVIRONMENT:** The duties of this coordinator are to represent the Society at hearings on environmental issues, maintain contact with local and state governmental units, planning agencies, and environmental groups, and to keep the Board and the membership apprised of problem areas and need for action. He shall bring recommendations for action, support, or opposition to the Board for its approval before taking action on any issue.

**III. EDUCATION:** The duties of this coordinator are to promote the education of our membership and the general public as to the goals of this Society and National Audubon, and to promote a broader appreciation and understanding of birds and their habitat. This coordinator will oversee children, youth, and adult educational programs, including supervision of the elementary school class and field trip program and the teacher who is contracted to lead the program. This coordinator shall also organize and raise funds for the *Audubon Adventures* program, form bird study classes, and promote other educational activities and programs about the natural environment. He shall also promote National Audubon educational projects and appropriate citizen science programs.

**IV. FIELD TRIPS:** Duties and functions involved in this area include preparing, in cooperation with the bus trip and car pool trip chairs, a schedule of field trips for publication in the annual *Trip & Program Guide*, publicizing the trips in coordination with Public Relations and by announcements at general meetings, and generally overseeing the entire operation of the field trip program as to contracts, registrations, finances, etc. These functions should be carried out in cooperation with the persons in charge of bus trips, car pool trips, national/international trips, and the field trip purser. There shall be a minimum of 5 field trips per year.

**V. MEMBERSHIP:** This coordinator shall bring into the Society all interested persons and process their applications. He shall attempt to obtain the continuing membership of those who have become delinquent in dues. He shall maintain a current list of members, their addresses, and, wherever possible, their phone numbers, and furnish current copies of this list to the President and only such other persons as the President directs. He shall provide member names and addresses for mailing of newsletters. In accordance with National Audubon Society (NAS) the membership lists are the property of NAS and may not be distributed without NAS authorization. He shall promote membership in NAS through local campaigns to enroll new members.

**VI. PROGRAM:** The duties involved in this area include chairing the program committee in developing a schedule of programs, preparing the program schedule for publication in the annual *Trip & Program Guide*, booking and confirming programs, arranging for and supervising the meeting place and equipment for regular monthly membership meetings, and introducing and conducting programs at monthly meetings.

**VII. PUBLIC RELATIONS:** Duties include overseeing the following functions: speakers' bureau; preparation, publication, and distribution of the annual *Trip & Program Guide*; preparation, publication, and distribution of the newsletter; media publicity; hospitality; preservation of historical records of the Society; exhibits at civic events such as Earth Day; and contact with the community. He shall oversee the VAAS website, and recruit a webmaster with approval of the Board.

**VIII. WAYS & MEANS:** The duties of this area include chairing the finance committee and working with the committee, the president, and the treasurer to develop an annual budget; setting an annual fund-raising goal; planning, conducting, and publicizing fund-raisers with the approval of the Board; and handling all funds involved in fund-raising.

## ADDENDUM Part II. Committees

**I. TERM OF OFFICE (Chairpersons and Personnel)** Those holding appointive office shall serve a term concurrent with the President or coordinator who appointed them, and they are eligible to accept reappointment with no fixed limit.

### **II. COMMITTEE FUNCTIONS and DUTIES:**

**1. Archivist:** Maintain pertinent information, photos, clippings, documents, and other historical data relative to the activities of the Society. Oversee storage of these records.

**2. Audubon Adventures:** Maintain contact with Sarasota County public elementary schools; order classroom subscriptions; solicit contributions to fund this project; monitor the project.

**3. Birding Hot Line:** Update and maintain birding hotline.

**4. Bird Recorder:** Compile and maintain continuous records of birds in this locality with time and place of observation. Make these reports available to the membership. Report new or unusual sightings each month at regular meetings. Furnish copies of such sightings to Public Relations.

**5. Christmas Bird Count:** Schedule bird count; recruit birders; organize teams; collate statistical results for National Audubon; provide Public Relations with points of interest for publicity.

**6. Conservation:** Work with the Conservation coordinator in the promotion and development of conservation and environmental projects on the local, state, and national level. Maintain contact with Environmental Confederation of Southwest Florida (ECOSWF) and other environmental groups. Participate in the AOF Regional Conservation Committee and coordinate AOF conservation projects with our membership.

**7. Data Base:** Maintain data base, adding and deleting entries as needed. Prepare current membership lists for distribution of the newsletter. Prepare copies of membership list when requested and authorized by the President.

**8. Endowment Funds:** Oversee management, investment, and use of funds under the direction of the Endowment Funds Chair. Appointment and term of office as defined in Article IX.

**9. Environmental Education:** Assist the Education coordinator as requested to stimulate interest of children and youth in nature and conservation by a variety of means, including bird identification classes, assisting with elementary school classes and field trips, and providing environmental education for children and adults.

**10. Hospitality:** Greet members and guests arriving at meetings; prepare, distribute, and collect name tags; supervise serving refreshments at meetings when directed by the Board; distribute attendance lists at regular meetings, and report number in attendance to recording secretary for use in minutes.

**11. Membership:** Assist Membership coordinator in collection and recording of dues and membership lists and such other duties related to membership as requested.

**12. Newsletter Editor:** Edit and publish newsletters on a regular schedule established by the Board. Edit and publish an annual guide listing programs, field trips, and other information as directed by Public Relations coordinator.

**13. Program:** Assist Program coordinator in planning, obtaining, and scheduling programs, and offer other assistance as needed.

**14. Publicity:** Submit publicity releases to newspapers and other media regarding the activities and objectives of the Society.

**15. Other Committees:** The President shall appoint other committees deemed advisable.

## **VAAS By-laws Revision 2004**

By-laws Committee:

Dan Kixmiller, Charles Sample, Phyllis Courter, Robert Duncan, Margaret Dunsen, Nancy White, David Evans

**Old:**

### **ARTICLE III. MEMBERSHIP**

**Section 1.** Any interested person is eligible for membership.

**Section 2.** Two types of membership are recognized as follows. Class A: joint membership in local, state and national societies and Class B (Associate) for persons who maintain membership in the National Audubon Society with local affiliation elsewhere. Associate membership renews on September 1 of each year. If a person joins as a VAAS Associate member after February, his membership will be effective up to September of the following year. Both Classes A and B are eligible to vote and hold office. All members will receive VAAS publications and may participate in all events and activities.

**New:**

### **ARTICLE III. MEMBERSHIP**

**Section 1.** Any interested person is eligible for membership in the Society.

**Section 2.** Two types of membership are recognized as follows: Joint membership in Venice Area Audubon Society, Florida Audubon, and National Audubon Society, and Associate membership only in the Venice Area Audubon Society. Associate members also can be seasonal members of Venice Area Audubon Society and hold a membership to National Audubon Society through another chapter. Associate members renew on September 1 of each year by paying dues that are set by the Board of Directors. If a person joins as an Associate member after February, his membership will be effective up to September of the following year. Both Joint and Associate members are eligible to vote, however, office-holders are required to be members in both Venice and National Audubon Societies. All members will receive VAAS publications and may participate in all events and activities of this Society.

Old:

## **ARTICLE IX. ENDOWMENT FUNDS**

**Section 1. The PURPOSE** of endowment funds is to enhance the mission of the Society, apart from general operations, by receiving bequests and other gifts of money to be held, invested, disbursed, and administered in accordance with the wishes of the donors.

**Section 2. ADMINISTRATION** of the Endowment Funds shall be vested in the Endowment Funds Committee to be appointed by the president with the approval of the Board, and to be composed of three members of the Society, each serving a three-year term, one appointment being made by January 1st each year to establish continuity of experience in the committee. Terms are limited to two full terms in succession with the Board treasurer serving as an ex-officio member of the committee.

**Section 3. DUTIES and RESPONSIBILITIES.** Committee shall oversee holding and management of all funds bequeathed for other than current operations and invest these funds appropriately. Annual reports setting forth the balance, increase, and disbursements shall be made available to the Board and the membership and shall be subject to the same audit procedures as other financial records of the Society.

**Section 4. DISBURSEMENTS.** A percentage of the annual income or growth from the Endowment Funds shall be disbursed annually as grants to other environmental groups whose work contributes towards fulfillment of this Society's stated mission goals or to special chapter projects, submitted by a VAAS member with a request for funding. The amount disbursed shall be \$3000 or 50% of the annual growth, whichever is lower. Approval of recipient organizations and Venice Area Audubon projects shall be determined by consensus of the Endowment Funds Committee and then submitted to the Board at the March board meeting. The treasurer shall be directed by the Board to disburse the specified amounts. Endowment Funds are not intended for internal basic operating expenses nor as replacement for established funding of the Society's major activities, projects, or programs.

**Section 5. FINANCIAL RECORDS and AUDIT.** Regular financial statements shall be provided to the board and to the membership. Records shall be submitted for annual audit within 30 days following end of the fiscal year.

New:

## **ARTICLE IX. ENDOWMENT FUNDS**

**Section 1.** The PURPOSE of Endowment Funds is to enhance the mission of the Society by receiving bequests and other gifts of money to be held, invested, disbursed and administered by the Venice Area Audubon Society.

**Section 2. ADMINISTRATION.** The Venice Area Audubon Society Board of Directors shall oversee holding and management of the Endowment Funds and invest these funds responsibly. In the fall of each year, the President shall appoint, with approval of the Board, a Society member to help the treasurer watch over our investments. Any changes in investment and condition of the Fund shall be approved by the Board of Directors. Donated or bequeathed funds to the Society shall be administered according to the wishes of the donors, however, undirected gifts greater than \$1000 will be placed in the Endowment Fund. The principal monies comprising the Funds shall remain invested and untouched.

**Section 3. DISBURSEMENTS.** Annually, a percentage of the Endowment Funds shall be made available for disbursement to the Board. Unless otherwise directed by a donor, the Board is empowered to make use of these disbursements within the Society for the purpose of fulfillment of this Society's stated mission goals. The Board is also permitted to grant all or part to other environmental groups whose work contributes towards fulfillment of this Society's stated mission goals. The amount disbursable shall be up to a maximum of 5% of the assets of the Endowment Funds as calculated at the end of the calendar year. Such distribution may not exceed the growth of the asset value from the end of the previous year. In the event that the asset value has declined from the previous year, then no distribution can be made. The treasurer is directed to report on the condition of the Fund at each year's February Board meeting and to make available the specified amount.

**Section 4. FINANCIAL RECORDS and AUDIT.** Regular financial statements shall be provided to the Board and to the Membership in February of each year. Records shall be subject to the same audit procedures as other financial records of the Society.