

CONSTITUTION AND BYLAWS
Genesee Valley Audubon Society, Inc

ARTICLE I

The name of this not-for-profit organization shall be:
Genesee Valley Audubon Society, Inc (GVAS)

ARTICLE II - AFFILIATION

SECTION 1

The Genesee Valley Audubon Society shall maintain official chapter status of the National Audubon Society, as long as it is mutually compatible and beneficial.

SECTION 2 Commitments

Genesee Valley Audubon Society shall not enter into any commitments binding upon the National Audubon Society without written authorization by the National Audubon Society, nor shall the National Audubon Society, without written authorization by Genesee Valley Audubon Society, enter into any commitments binding upon Genesee Valley Audubon Society.

SECTION 3 Discontinuance

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

ARTICLE III - PURPOSES AND OBJECTIVES

SECTION 1: The vision of Genesee Valley Audubon Society is to promote environmental conservation. Its mission is to educate and advocate for protection of the environment, focusing on birds, wildlife and their habitat.

SECTION 2: The purpose and objectives of this corporation shall be to engage in any such educational, scientific, investigative, literary, historical, philanthropic, and charitable pursuits as may be included within the following:

- a. To arouse through education public recognition of the value of, and the need for the protection of, wild birds and other animals, plants, soil, water, and air.
- b. To study and conduct research with relation to those scientific facts whose understanding is essential to the formulation of sound policies in the field of conservation.

- c. To foster recognition of the need for the preservation of such environmental conditions as ample food, water, air, and cover, on the maintenance of which animals and plants depend for survival.
- d. To foster the preservation of an adequate stock of native animals and plants, so that no species may be threatened with extinction.
- e. To promote the protection and preservation of natural resources, including the encouragement, establishment, and maintenance of nature sanctuaries.
- f. To foster the creation of nature centers, and in furtherance thereof, to encourage and promote the preservation of tracts of natural land, particularly in or near urban areas, and the establishment and maintenance there of facilities and programs which will bring about a better understanding by children and adults of the world of nature.
- g. To publish and distribute documents as a means of disseminating information about the subjects mentioned above or related matters.
- h. To hold meetings, lectures, and exhibitions, and to otherwise develop interest in the conservation of natural resources.
- i. To establish and maintain such educational projects as nature trails, exhibits, tours, and camps.
- j. To encourage the organization of branches and other affiliated groups in sympathy with the aims stated in this Section 1.
- k. To cooperate, as the occasion prompts, with national and state conservation agencies, and with private associations devoted to the interests of conservation and to education in the field of natural resources.

SECTION 3: This organization is not organized, nor shall it be operated, for pecuniary (financial) gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof, or individuals. The property, assets, profits, and net income of this organization are irrevocably dedicated to charitable purposes, and no part of the property, assets, profits, or net income of this organization shall ever inure to the benefit of any director, officer, or member thereof. Agreements with individuals for fulfillment of the mission and goals of Genesee Valley Audubon Society may be entered into upon approval of the board.

SECTION 4: Up to five percent of the organization's activities shall consist of lobbying, or otherwise attempting to influence legislation. The organization shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE IV - MEMBERSHIP

SECTION 1: Any person interested in the purposes of the corporation is eligible for membership. In order to become a member an eligible person shall become a member of the National Audubon Society and shall request the National Audubon Society to notify this organization of such person's intention to affiliate with the organization. Membership shall commence upon notification by the National Audubon Society of the respective person's intention to affiliate with the organization. Unless terminated earlier by the member, such membership shall continue so long as the member retains membership in the National Audubon Society.

SECTION 2: The National Audubon Society from time to time remits to its Chapters a portion of annual dues which it receives from its members.

SECTION 3: Classes of membership in this organization shall be the same as those maintained by the National Audubon Society. Each member shall, regardless of class, be entitled to one vote on any matter submitted for a vote of the membership; provided, however, that with respect to family membership, only one vote may be cast per family.

SECTION 4: Members can be recruited to belong to GVAS only and such members may be charged dues.

ARTICLE V - FISCAL YEAR

The fiscal year shall begin on the first day of July and end on the last day of June the next year.

ARTICLE VI - MEETINGS

SECTION 1: General Membership Meetings can be held at any/all member functions of the organization, no fewer than two times each year. Notice of meetings shall be sent to each member. Such notification shall contain date, location, time and directions to the meeting place.

SECTION 2: The meetings of this organization shall be conducted in accordance with Robert's Rules of Order.

SECTION 3: Special meetings may be called by the President, or pursuant to a resolution of the Board of Directors.

Section 4: Board of director meetings: at least 6 meetings a year, must attend at least 3 board meetings

ARTICLE VII - OFFICERS

The officers of the organization shall consist of a President, Vice-President, Secretary, and Treasurer, total of four. The aforementioned officers with the addition of the Committee Chairpersons and the Directors-at-Large shall make up the executive committee, which shall act as the Board of Directors.

All the officers shall serve a term of two years or till a mutual separation is agreed upon.

Officers shall assume their office July 1. In the event of a resignation of an officer, the Executive Committee shall appoint a person to fill the vacancy within 30 days.

ARTICLE VIII - DUTIES OF THE OFFICERS

SECTION 1: The President Shall:

- a. Be an Active member of the organization;
- b. Preside at all general and executive meetings of the organization;
- c. Appoint all committees as necessary and can be an ex-officio member of said committees;
- d. Act as Chairperson of the executive committee; prepare an annual report on activities for National Audubon Society and make said report publicly available;
- e. Act as the official spokesperson of the organization.

SECTION 2: The Vice-President shall:

- a. Assume the duties of the President, if the President is unable to continue for reasons of health or personal circumstances;
- b. Serve as chairperson of the publicity committee and the membership committee.

SECTION 3: The Treasurer shall:

- a. Make arrangements with chartered bank(s) convenient for the Treasurer for deposit of organization monies and withdrawal by check over his/her own signature for approved expenses;
- b. Receive all fees from members and donations;
- c. Keep records of all organization's finances, bills, etc;
- d. Report the state of the Treasury at each executive board meeting and provide a written account of the organizations' finances as of the end of the fiscal year;
- e. Cooperate with internal and external auditors and assist in tax preparation;
- f. Work with the Executive Committee to provide a proposed yearly budget.

SECTION 4: The Secretary shall

- a. Keep an accurate record of all proceedings of the general and executive meetings of the association assuring the presence of a quorum (66%) for voting;
- b. Conduct the correspondence of the organization;
- c. Keep a record of the attendance at all executive general meetings and workshops, to be included at the beginning of each set of minutes;
- d. Maintain any other files pertaining to the members or business of the organization, i.e.: newspaper reports;
- e. Responsible for the GVAS membership list.

SECTION 5: The Executive Committee shall:

- a. Set fees for workshops, demonstrations and other functions of the organization;
- b. Work with the Treasurer to create and approve the yearly budget;
- c. Approve any financial expenditures not in the budget;
- d. Supervise and approve the production costs and content of the Newsletter;
- e. Set the dates for the Newsletter to be mailed;
- f. Be able to vote on issues / motions at meetings by telephone or other means of electronic communication.

ARTICLE IX - ELECTIONS

SECTION 1: An Election Committee shall be appointed from the current executive board members by the President of the organization. This committee will present a slate of candidates to the executive board by April 1. A short biography of all candidates shall be included with this presentation. Ballots are to be distributed to the members by May 10, and returned to the secretary by May 31. Election results will be announced June 15.

SECTION 2: Winning candidates are those individuals who have received a plurality of the votes cast.

ARTICLE X - COMMITTEES

SECTION 1: The President shall appoint from, and with the approval of, the Board of Directors, the chairpersons of the following standing committees:

- (a) Education
- (b) Membership
- (c) Field Trip
- (d) Conservation
- (e) Publicity
- (f) Programs & Hospitality
- (g) Publications
- (h) Newsletter

SECTION 2: Additional duties may be assigned to the standing committees by the Executive Committee.

SECTION 3: Additional Committees may be established based on the organization activities and need.

ARTICLE XI - WAIVER OF LIABILITY

- a. Whereas all safety precautions will be taken by Genesee Valley Audubon Society in its events, each participating member of the Genesee Valley Audubon Society in these events will be required to sign and date the appropriate release form wherein the organization, its officers, demonstrators and/or host will not be held responsible in the event of an accident during an activity/event and prior to or after the event while on the property where the event/demonstration takes place.
- b. Any guest/visitor attending an activity/event of the Genesee Valley Audubon Society will be required to sign and date the appropriate release form.

ARTICLE XII - AMENDMENTS

These By-Laws may be amended, repealed or altered in all or in part by two-third majority vote of board members. The changes shall be made publicly available to each member.

ARTICLE XIII - DISSOLUTION

Upon the dissolution, or upon abandonment, the assets of this organization remaining after payment of or provision for all debts and liabilities of this organization, shall be donated to the National Audubon Society or its successor or, to such corporation(s), association(s), fund(s), or foundation(s) having similar objectives and purposes as this organization, as the Board of Directors of this organization may designate, subject to the order of a court as provided by law; provided that none such assets shall be donated to any organization other than one organized and operated exclusively for charitable purposes as presently set forth in Section 501 (c)(3) of the Internal Revenue Code.