

BASTROP COUNTY AUDUBON SOCIETY BYLAWS

ARTICLE I – MEMBERSHIP

Section 1: Any person interested in the purposes and objectives of this SOCIETY is eligible to apply for membership.

Section 2: The classes of membership of this SOCIETY shall include: Individual Member, Family Member and Supporting Member, and such other voting classes of individual membership as may be established by the Board of Directors.

Section 3: The membership dues shall be as established by the Board of Directors.

Section 4: 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 be properly brought before such meeting, including the election of Officers and Directors. Members in the class of Family Membership and the members in any other class of Membership whose annual dues are higher than those established for the class of Family Membership, shall be entitled to two votes per family. These votes may either be cast in person or by written proxy.

Section 5: Membership dues shall be payable at the time of application and, in the case of Individual, Family, and Supporting members, yearly thereafter.

Section 6: Should renewal of membership dues not be paid within three months after due date, a member so in default shall be dropped forthwith from the rolls.

ARTICLE II – MEETINGS

Section 1: Regular meetings of members shall be held on the third Tuesday of September, October, November, January, February, March, April, May and June.

Section 2: The annual meeting of members shall be held during the June meeting each year.

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.

Section 4: Notice of the annual meeting, special meetings, and regular meetings, at which SOCIETY business is to be transacted, shall be given not less than ten (10) days nor more than thirty (30) before the date of the meeting. Such notice is given either when deposited in the United States mail, with postage thereon prepaid, and directed to the member at his address as it appears on the record of members, or at such other address as he may request in writing to the Secretary of this SOCIETY, or when transmitted by electronic mail (email) to an email address provided by the member. Notice of such meetings may be

published in the SOCIETY'S newsletter or other regular publication, provided such publication is mailed according to the provisions stated hereinabove.

Section 5: Notice of a special meeting 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 one hundred (100) voting members shall constitute a quorum at any meeting of members at which SOCIETY business is to be conducted. The members may be present in person or by proxy.

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 no fewer than the five (5) elected officers, the Past President, the elected At-large Directors and the elected Standing Committee chairpersons.

Section 1.1: At-large Directors may be elected by the members at the regular meeting at which elections are held. They will not be required to chair a Standing or Ad Hoc committee.

Section 2: If by reason of resignation or death, or for any other reason, vacancies exist whereby the Board has not the full complement of Directors, the Board may proceed to elect a Director or Directors to fill such vacancies and the Director or Directors so elected shall serve until the next annual meeting of members at which an election is to be held.

Section 3: There shall be at least five regular meetings of the Board of Directors in any one calendar year, not more than one regular meeting in any one month. The dates for the regular meetings shall be determined by the Board at its first regular meeting following the annual meeting of members.

Section 4: Special meetings of the Board shall be called by the President or by the Recording Secretary upon request of the majority of the Board. Notice of a special meeting may be given in person or by telephone or email not less than three (3) nor more than ten (10) days prior to the date of the meeting or, if by mail, not less than ten (10) nor more than twenty (20) days prior to the date of the meeting.

Section 5: A majority of the Board shall constitute a quorum at any meeting of the Board.

Section 6: The President or, in his absence, the Vice-President, shall act as Chairman at any meeting of the Board. In the absence of both the President and the Vice-President, the Board shall designate any other member of the Board to act as Chairman at such meeting.

ARTICLE IV – OFFICERS

Section 1: The Officers of the SOCIETY shall be a President, a Vice-President, a Recording Secretary, a Membership Secretary and a Treasurer, and such other Officers as may be determined by the Board of Directors.

Section 2: The President shall hold office for a two-year term or until his successor is elected, and shall not succeed himself. 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 member to fill the vacancy and the Officer so elected shall serve until the next annual meeting of members at which an election is to be held. When, for such purpose, an Officer has been elected for less than a full term, such part term shall be disregarded with respect to his qualification for re-election for a full term or for additional consecutive terms, as set forth in Section 2 hereinabove.

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

Section 6: The Vice-President shall assist the President to carry out his duties 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: The Recording Secretary shall keep a record of all proceedings of the SOCIETY and of the Board of Directors. He shall send notice of all meetings. He shall preserve the seal of the SOCIETY, if any, and affix it to all documents requiring the seal of the SOCIETY, and shall attest to the same.

Section 8: The Membership Secretary shall conduct all the correspondence of the SOCIETY with its members except such correspondence as, by instructions of the Board or at the discretion of the President, shall be conducted by another officer of the SOCIETY. He shall preserve all such correspondence of the SOCIETY.

Section 9: The Treasurer shall have custody of the SOCIETY'S funds. He shall disburse such funds as may be ordered by the Board. He shall report to the Board of Directors at its regular meetings or as requested. He shall present a budget for the coming year to the

members at the annual meeting of members, and shall present an annual report on the financial condition of the SOCIETY at the first meeting of the fiscal year.

Section 10: All checks and drafts of the SOCIETY may be signed by the Treasurer, the President or Vice-President.

ARTICLE V – COMMITTEES

Section 1: The chairmen of Standing Committees shall be elected by the members along with the officers at the regular meeting at which elections are held and shall serve as Directors of the SOCIETY. The chairmen shall select their own committee members with recommendations and suggestions from the Board. Terms of office shall be for two (2) years, or until their successors are appointed; but no member shall serve as Chairman of the same committee for more than three (3) consecutive terms. Standing Committees shall be composed of no fewer than two (2) members.

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 shall 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 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 the SOCIETY'S Board of Directors. It shall carry out the conservation policy as approved by the Board of Directors.

EDUCATION COMMITTEE

The Education Committee shall encourage schools and colleges within the SOCIETY'S territory to conduct courses in, or otherwise promote, natural history, ecology and conservation. The Committee shall conduct, or cause to be conducted, workshops in natural science for members and others. It shall, through other means, inform and educate the public about the natural environment.

FIELD TRIP COMMITTEE

The Field Trip Committee shall plan, organize and arrange for the proper conduct of field trips in which members of the SOCIETY and others interested in the purposes and aims of the SOCIETY may participate.

MEMBERSHIP COMMITTEE

The Membership Committee 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. Whenever possible a Membership Committee comprised of more than one individual should be formed; the work of the Committee should be shared among its members.

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 publish, at least six (6) times a year, a bulletin or newsletter for the members of the SOCIETY and shall prepare any other publications helpful to the SOCIETY'S program. It shall also be responsible for the development and maintenance of any other communication media at the discretion of the BOARD. The Committee shall publicize, through newspapers, radio, TV, the Internet and other publicity media, the purposes, aims and program of the SOCIETY.

FUND RAISING & SPECIAL EVENTS COMMITTEE

The Fund Raising & Special Events Committee shall arrange for the SOCIETY'S participation in such events that will afford the SOCIETY the opportunity to make the community aware of the SOCIETY'S activities, raise funds for the continuation of these activities and recruit new members for the SOCIETY. The Committee shall be responsible for conducting fund raising activities at the Regular Meetings. The Committee also shall be responsible for developing and implementing new fund raising activities subject to the approval of the Board.

ARTICLE VI – FISCAL YEAR

This SOCIETY shall conduct its business in a Fiscal Year commencing July 1 and ending June 30.

ARTICLE VII – COMMITMENTS

This SOCIETY shall not enter into any commitments binding upon the National Audubon Society, Inc. (herein after called 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.

ARTICLE VIII – RECALL OF OFFICERS AND DIRECTORS

Officers and Board Members may be removed from office by a majority vote of members present or by proxy at any duly-called membership meeting, provided that the recall will be on the agenda of the meeting. A recall may be placed on the agenda by either Resolution of the Board or by a Petition signed by 20% of the members of BCAS in good standing, when they conclude the recall is in the best interest of the SOCIETY.

ARTICLE IX – DISCONTINUANCE

This SOCIETY 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 this SOCIETY as a Chapter of the NATIONAL SOCIETY upon six (6) months' notice, in writing, to this SOCIETY.

ARTICLE X – AMENDMENTS

This Constitution and 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.

ARTICLE XI – PARLIAMENTARY AUTHORITY

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

ARTICLE XII – CONSTRUCTION

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

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

Adopted by the Members, November 17, 2009

s/Sharon Finlay

Sharon Finlay, Secretary