

BYLAWS OF THE DELAWARE-OTSEGO AUDUBON SOCIETY

CONSTITUTION

ARTICLE I – NAME

This organization shall be known as the Delaware-Otsego Audubon Society, Inc. (hereinafter abbreviated to DOAS)

ARTICLE II – PURPOSE

The purpose and object of DOAS shall be to engage in educational, scientific, investigative, historical, philanthropic and charitable pursuits. This organization shall be concerned with education, improvement of environmental quality, protection and maintenance of ecological systems and the wise utilization and conservation of natural resources. DOAS shall function as a Chapter of the National Audubon Society (hereinafter abbreviated to NAS).

BYLAWS

ARTICLE I – MEMBERSHIP

Section 1 – Any person interested in the purposes of DOAS is eligible for membership.

Section 2 -There are two categories of membership: NAS membership, which also includes membership in DOAS; and DOAS only membership.

Section 3 – Both categories of Members shall enjoy the rights and privileges pertaining to DOAS, except that the Board of Directors reserves the right to provide certain services only for members who pay dues to DOAS.

Section 4 – Dues shall be determined by NAS and DOAS.

Section 5 – Should renewal of membership dues not be paid within three months after due date, a member so in default may forthwith be dropped from the rolls.

ARTICLE II – MEETINGS OF THE MEMBERSHIP

Section 1 – Annual Meetings of the Membership of DOAS shall be held in May of each year, at a time and place to be determined by the Board of Directors.

Section 2 – Special Meetings of the Membership may be called by the President or pursuant to a resolution of the Board of Directors. Not less than thirty (30) days nor more than sixty (60) days notice shall be given to each member stating the objective thereof.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – The business, property and affairs of the DOAS shall be managed by the Board of Directors.

Section 2 – There shall be no fewer than ten (10) nor more than sixteen (16) Directors, all of whom shall be members in good standing in DOAS.

Section 3 – Directors shall be elected at the Annual Meeting of the Membership by a majority vote of the members present and voting in person or by proxy.

Section 4 – Directors serve terms of two years. The term of office for each Director shall commence upon election by the membership at the Annual Meeting of the Membership, unless elected to fill a

vacancy, under which condition the term of office shall begin immediately following ratification by the Board of Directors. The terms of half the Directors shall expire in even years and the terms of the remaining half shall expire in odd years.

Section 5 – The Board of Directors shall have the power to fill vacancies within its own membership. Such new Directors shall hold office through the term of the position.

Section 6 – Meetings of the Board of Directors shall be held at least once a year, at the discretion of the President or a majority of Directors. Board Meetings may be held virtually provided that all directors have access to communications for the meeting (phone, computer, other) and provide consent to electronic format.

Section 7 – Fifty (50) percent of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

ARTICLE IV – OFFICERS

Section 1 – The officers of DOAS shall be one or more Presidents; in the case of a single President, one or more Vice Presidents; a Secretary and a Treasurer.

Section 2 – Officers shall be elected by and from the Board of Directors, at the first meeting of the Board of Directors following the Annual Meeting of the Membership, or when necessary to fill vacancies.

Section 3 – A President shall: preside at all meetings of the Board of Directors and Meetings of the Membership, appoint committee chairpersons, direct and administer the affairs of the DOAS as its executive head, supervise all phases of its work, subject to instructions of the Board of Directors and shall be an ex-officio member of all committees, except the Nominating Committee.

Section 4 – The Vice Presidents, in order named by the Board of Directors, shall assist in the carrying out of the duties of the President.

Section 5 – The Secretary shall: keep a record of all the proceedings of the Delaware-Otsego Audubon Society, Inc. and of the Board of Directors and perform such other duties as the Board of Directors may direct.

Section 6 – The Treasurer shall: have custody of DOAS funds and securities, deposit funds and securities in the name and credit of the Delaware-Otsego Audubon Society, Inc. in such depositories as are designated by the Board of Directors, disperse funds as ordered by the Board of Directors, taking proper vouchers thereof and render to the Board of Directors at regular meetings of the Board, or whenever they require it of all transactions and of the financial condition of DOAS. The Treasurer shall, with the President(s), prepare and submit a budget to the Board of Directors for consideration prior to the start of the fiscal year.

Section 7 – All drafts and checks of DOAS shall be signed by the Treasurer or a President or a President's designee.

Section 8 – Officers serve terms of one year. The term of office for each officer shall commence upon election by the Board of Directors at the first meeting of the Board of Directors following the Annual Meeting of the Membership, unless elected to fill a vacancy under which condition the term of office shall begin following ratification by the Board of Directors.

ARTICLE V – EXECUTIVE COMMITTEE

Section 1 – The Executive Committee shall be comprised of the elected officers.

Section 2 – The Executive Committee’s purpose is to make urgent decisions between board meetings. This committee shall make an effort to consult with the Directors before making a decision, and must present its actions and rationales at the next board meeting.

Section 3 – The Executive Committee may make urgent expenditure decisions consistent with the DOAS mission, not to exceed \$1,000. Such expenditures will be reviewed at the next board meeting.

ARTICLE VI – NOMINATING COMMITTEE

Section 1 – The Board of Directors shall annually appoint, prior to January 31st, a Nominating Committee, to consist of not less than four (4) members, at least two of whom are not Directors, and two of whom are Directors. Suggestions for nominations for Directors may be submitted to such committee by any DOAS member.

Section 2 – The committee shall nominate candidates for Directors. Its report shall be presented to the members of DOAS prior to the Annual Meeting of the Membership.

Section 3 – Nominations may be made from the floor at the Annual Meeting of the Membership.

Section 4 – Following the annual meeting of the membership, the two Board members of the Nominating Committee shall recommend a slate of officers to the Board for the ensuing year.

ARTICLE VII – OTHER COMMITTEES

Section 1 – Such other committees, as are needed, shall be established and governed as per Board of Directors policy.

Section 2 – The President(s) with Board of Directors approval, may appoint Special or Task Force Committees.

ARTICLE VIII – CONFLICT OF INTEREST

All Directors, Officers and committee members shall comply with the DOAS Conflict of Interest Policy.

ARTICLE IX – COMMITMENTS

Neither DOAS nor the NAS shall enter into any commitment binding on the other without written authorization to do so.

ARTICLE X – AMENDMENTS

The Constitution and Bylaws may be amended, altered, repealed or superseded, either in whole or in part, by a two-thirds vote of the full Board of Directors following membership notification of said proposed amendments.

ARTICLE XI – CHANGE OF CHAPTER STATUS

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

ARTICLE XII – DISSOLUTION

Section 1 – Upon dissolution of DOAS, the Board of Directors shall (after paying or making provisions for the payment of all liabilities of the organization) dispose of all assets in such a manner or to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or exempt organizations

under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine.

Section 2 – DOAS is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes, and no part of any of the net earnings thereof shall inure to the benefit of any members or other individual.

ARTICLE XII – FISCAL YEAR

The fiscal year shall commence on January 1st and end on December 31st.

ARTICLE XIV – CONSTRUCTION

The Constitution and Bylaws as set forth herein shall be construed under the laws of the State of New York.

Amended: January 21, 1977

Amended: November 19, 1993

Amended: December 8, 1999

Amended: August 22, 2002

Amended: September 16, 2008

Amended: August 16, 2016

Amended: May 6, 2022 (approved for amendment April 20, 2021)

DOAS Conflict of Interest Policy:

A conflict of interest is defined as a situation when an officer, director, or any person making decisions on behalf of DOAS may benefit financially from those decisions, including indirect benefits such as to family members or businesses with which the person is closely associated. All actions of DOAS officers and directors, and committee members done on behalf of the organization must be done in the best interest of the organization. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall: a) fully disclose the nature of the interest by presenting it to the Board in writing or in person, and b) withdraw from discussion and voting on the matter. Oversight and implementation of this policy is the responsibility of the DOAS Board of Directors.

DOAS Equity, Diversity, and Inclusion Policy:

Diverse perspectives are essential for the effective achievement of the vision and mission of our organization. We respect the individuality of each member of our community, and we are committed to providing an environment that is free of any kind of discrimination based on race, color, religion, sex, age, sexual orientation, gender identity and expression, disability, national or ethnic origin, politics, income level, or veteran status.

DOAS Operational Code of Ethics:

DOAS Board, Staff and Volunteers, as representatives of the organization, will be held to the highest ethical standards in their behavior when interacting with each other and members of the public, particularly when carrying out related operational tasks and responsibilities. (This also applies to those participating in projects and events that are presented by DOAS.)