

HOUSTON AUDUBON SOCIETY CONSTITUTION

(As ratified by the membership on April 15, 1997 with amendments (1991, 1995, 1998, 2000, 2003, 2004, 2005, 2008, 2011, 2012, 2014, 2023))

PREAMBLE

This organization shall be known as the Houston Audubon Society.

The Houston Audubon Society is organized to promote the conservation and appreciation of birds and wildlife habitat and for such educational, scientific, literary, historical, and charitable purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1954, and as such purposes may be part of the stated purposes of the National Audubon Society, of which this society shall function as a chapter. In 2017 Houston Audubon Society became an accredited Land Trust in support of its land conservation mission.

BY-LAWS

ARTICLE I MEMBERSHIP

SECTION 1. Any person interested in the purposes of the Society is eligible for membership.

SECTION 2. Houston Audubon Society shall have three classes of members:

2.1 Life members, whose life membership is effective upon payment in full and may be revoked only for good cause after notice and opportunity for hearing to the affected life member; provided, however, that no new Life memberships will be accepted after January 1, 2008.

2.2 Supporting members, who pay dues directly and annually to the Houston Audubon Society; and,

2.3 Members, which consists of members of the National Audubon Society living within the geographical area of Houston so designated by the National Audubon Society.

SECTION 3. Only Life Members and Supporting Members shall have voting rights on any matter in which members of Houston Audubon Society are entitled or required to vote. Persons must pay dues and be in good standing in all respects at least sixty (60) days before they have a right to vote.

SECTION 4. Membership dues shall be due and payable as determined by the Board of Directors.

SECTION 5 The Board of Directors has the power to refuse or revoke without notice or cause the membership of any person, except for life members who will receive notice, whose membership in the opinion of the Board is detrimental to the Houston Audubon Society, its interests or reputation.

ARTICLE II MEETINGS

SECTION 1. Regular meetings of the members shall be at regularly scheduled times as set by the Board of Directors. The date, time and place of each meeting shall be published in the newsletter, which shall be published regularly.

SECTION 2. The Chairperson, other directors or officers, and/or staff shall report briefly on the current activities and business at each member meeting.

SECTION 3. Special meetings of the members may be called by the Chairperson, or pursuant to resolution of the Board of Directors. Ten days written notice of such special meetings, stating the subject matter of the meeting, shall be given to each member with voting rights by publication in the electronic member newsletter.

SECTION 4. ANNUAL & ELECTION MEETING

4.1 The Annual Meeting of the Houston Audubon Society shall occur in May of each year.

4.2 At this meeting, the Chairperson shall report briefly on the state of affairs of the Houston Audubon Society, including election of directors and officers or any other voting process underway for members.

4.3 Except as provided in Section 4.5 below all officers and directors shall be elected by a majority vote of the votes cast by the members with voting rights. Only Supporting or Life Members in good standing with voting rights are eligible for election as a director or officer.

4.4 The term of each position shall begin July 1 of the election year and last for two years.

4.5 At the end of his or her term, the Chairperson-Elect shall automatically become the Chairperson and serve as Chairperson for a term of two years. At the end of his or her term, the Chairperson shall automatically become the Past-Chairperson and serve as Past-Chairperson for a term of two years. The Chairperson-Elect, Chairperson, and Past-Chairperson are officers of the Houston Audubon Society, members of and shall serve on the Board of Directors in all respects, and shall collectively constitute the Executive Committee along with the Secretary, the Treasurer, and the President as an ex officio member.

4.6 The Chairperson shall conduct elections and any voting process using methods, including electronic methods designed to assure the reasonable opportunity of voting members to participate, while also maintaining reasonable controls to assure accuracy and fairness.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. The control and conduct of the property, policies, and business of the chapter shall be vested in a Board of Directors. The Board shall consist of the elected directors and officers of the Society as defined in Article IV, all of whom shall be Supporting or Life Members in good standing with voting rights.

SECTION 2. No individual may serve for more than six consecutive years as a member of the Board of Directors in the same position.

SECTION 3. The Board shall hold regular monthly business meetings. The dates for these meetings shall be set by each newly elected Board and shall be announced on the website.

SECTION 4. Special meetings of the Board may be called by the Chairperson or upon the request of the majority of the Board with written notice to each member of the Board stating the subject of the meeting. The Board of Directors and any committee of HAS may hold a meeting by telephone conference call procedures or electronically using conferencing software. In all meetings held by telephone or electronically, matters must be arranged in a manner that all persons participating can hear each other; the notice of a telephone-conference or electronically meeting must state the fact that the meeting will be held by telephone or electronically as well as all other matters required to be included in the notice; all quorums and voting majorities required for various meetings apply to a telephone conference as well as electronic meetings; and a person's participation in a conference-call meeting or electronically constitutes her or her presence at the meeting.

SECTION 5. At least 50% of the Board of Directors present in person or electronically shall constitute a quorum

SECTION 6. Board Vacancies & Absences

6.1 Vacancies – If a Board position becomes vacant for any reason, the Chairperson may appoint a replacement subject to ratification by a two-thirds vote of the Board. A vacancy shall be considered to exist any time the number of At-Large Members is below 12. The replacement shall serve until the end of that position's term. Such service will not count towards the term limits described in Section 2 above. Should the office of Chairperson become vacant, the Chairperson-elect shall assume the office of Chairperson, with the resulting vacancy in the office of Chairperson-elect being filled at the earlier of the next regular election meeting, or at a special meeting called in compliance with Article II, Section 3.

6.2 Absences – If a Board member is absent for three consecutive Board meetings, or is absent for a majority of Board meetings over a six-month period, the Board member may be removed from office upon the recommendation of the Chairperson and upon vote of three-fourths of the Board. The removed Board members shall be replaced in accordance with procedures described in Article III, Section 6.1

SECTION 7. The Executive Committee of the Houston Audubon Society shall consist of the immediate Past Chairperson, the Chairperson, the Chairperson-Elect, the Treasurer, the Secretary, and the President as an ex officio member. The President shall be a voting member of this committee. The Executive Committee, upon the recommendation of the Chairperson and a majority vote of the Board, may be empowered to act on designated matters. The Executive Committee shall be required to report its activities at each regularly scheduled Board meeting.

SECTION 8. Advisory Board - The Board, by the vote of a majority of the members of the Board, may establish an Advisory Board which will provide recommendations and guidance to the Board of Directors with respect to overall policies, objectives, and goals. The Advisory Board shall be composed of outstanding individuals recognized in the field of conservation, science, medicine, law, the arts, business, engineering, the press, and other pursuits germane to the objectives of the Society.

SECTION 9. Board Alumni Council- The Board, by a vote of the majority of members of the Board may establish a Board Alumni Council as a means of facilitating continued engagement and support and honoring the service of select former Board members. The Board Alumni Council shall be composed of productive former Board members who have a continued interest in staying connected with the Society and supporting its mission.

ARTICLE IV OFFICERS & DIRECTORS

SECTION 1.

1.1 General - The elected officers and directors of the Society shall be elected by a majority vote of the votes cast by the members with voting rights. Only Supporting or Life Members in good standing with voting rights are eligible for election as a director or officer.

1.2 All directors and officers are responsible for the oversight, management, supervision and guidance of the Society.

1.3 The directors and officers shall set and maintain the policies of the Society ever mindful of the pursuit mission of the Society as their foremost responsibility. They shall each undertake their best efforts in fundraising to aid the Society in the pursuit of its mission and also serve as the ambassadors of the Society.

1.4 The officers and directors of the Society shall be composed of the Chairperson, Chairperson-Elect, Past Chairperson, Treasurer, Secretary, and at least ten but no more than 12 Directors-at-Large. Consideration should be given to include representatives from counties where Houston Audubon manages sanctuaries.

1.5 At the end of his or her term, the - Chairperson Elect shall automatically become the Chairperson and serve as Chairperson for a term of two years. At the end of his or her term, the Chairperson shall automatically become the Past-Chairperson and serve as Past-Chairperson for a term of two years. The Chairperson-Elect, Chairperson, and Past-Chairperson are officers of the Houston Audubon Society, members of and shall serve on the Board of Directors in all respects, and shall collectively constitute the Executive Committee along with the Treasurer, the Secretary, and the President in ex-officio capacity.

SECTION 2. The Chairperson shall have general responsibility for and supervision of the affairs of the Society. He or she shall preside at meetings of the members and the Board of Directors, shall appoint all special committees, and shall ensure that all committees provide regular updates to the Board of Directors.

SECTION 3. The Chairperson-Elect shall preside at membership and Board meetings in the absence of the Chairperson and assume the office the Chairperson in case of vacancy or incapacity of the Chairperson. The Chairperson-Elect shall work directly with the Chairperson and may assume such duties of the Chairperson as deemed appropriate and necessary by the Chairperson. The Chairperson-Elect shall assume the office of the Chairperson upon completion of the Chairperson's term of office.

SECTION 4. The Past-Chairperson shall provide guidance and support to the Chairperson, Chairperson-Elect, Board and Society generally, and undertake such duties and responsibilities as are deemed appropriate and necessary by the Chairperson.

SECTION 5. The Secretary of the Society shall prepare minutes of all Board meetings, which shall be maintained in the official records of the Society.

SECTION 6. The Treasurer is responsible for the accounting and financial accountability of the Society. The Treasurer shall:

- 1) assure that the financial systems and records of the Society are current and well maintained;
- 2) assure transparency in the financial matters and dealings of the Society, especially in dealing with donors;
- 3) have current financial reports available for every Board meeting and as needed or required otherwise;
- 4) report at each Board meeting; and
- 5) prepare a summary of the FYE June 30 Audited Statements of Financial Position and Activities which shall be made publicly available. The complete Auditor's Report will be made available upon request and published electronically on the Houston Audubon website.

SECTION 7. Directors-at-Large shall provide general guidance, advice, oversight and support for the affairs of the Society, and they especially are responsible for undertaking fundraising in conjunction with the lead staff person responsible for fundraising. .

ARTICLE V AUDITING

The Board shall appoint an outside auditing firm to conduct an audit of the financial records for the fiscal period of July 1 through June 30 of each year, according to generally accepted accounting principles. The audit firm shall prepare an annual report and present it to the Board upon completion of the audit.

ARTICLE VI NOMINATING COMMITTEE

SECTION 1. The Board Chairperson shall appoint the Chair of the Nominating Committee. The Nominating Committee shall consist of six Supporting or Life Members in good standing. They will include one member from the Board of Advisors, at least two members from the Board of Directors, and the President and one additional staff member. All shall be voting members. They will be appointed by the Committee Chair, and approved by a two-thirds vote of the Board.

The Committee shall submit a list of nominees to the Board not later than the March Board meeting in each election year, which nominations once approved by the Board shall be published on the chapter's website at least thirty days prior to the election. Written notice of the nominees will be given to any Supporting or Life member upon request made to any Board member or the President by March first of the election year.

SECTION 2. No motion to cease nominations for this committee shall be in order until all nominations from the floor have been accepted.

SECTION 3. The Committee shall fill any vacancy in the Nominating Committee that may arise.

SECTION 4. Nothing herein shall prevent nominations from the floor at the annual meeting.

ARTICLE VII COMMITMENTS

The Board of Directors of this chapter shall not enter into any commitments binding on the National Audubon Society without authorization from the latter. In like manner, the National Audubon Society shall not make commitments binding on this chapter without its consent.

ARTICLE VIII DISCONTINUANCE

This chapter reserves the right to terminate its chapter status on six months notice given in writing to the National Audubon Society, in which case allocation of dues by the National Society to this chapter will cease upon expiration of the six months period. This chapter recognizes the right of the National Audubon Society to terminate the chapter relationship on six months notice given by it to this chapter, in which case the members of this chapter shall continue as members thereof for the balance of the term for which dues have been paid.

Upon dissolution of this chapter, however accomplished, the assets of this chapter remaining after payment of or provision for all debts and liabilities of this chapter shall be donated to an organization or organizations, fund or funds, or foundation or foundations, having similar objectives and purposes as this chapter as the Board of Directors of this chapter may designate. Provided, however, that no part of the property or assets of this chapter shall ever inure to the benefit of any director, officer, employee, or member thereof or to the benefit of any private individual; and provided further that none of the property or assets of this chapter shall ever be donated to any organizations other than one that is qualified as a charitable organization under Section 501 (c) (3) of the Internal Revenue code and organized and operated exclusively for charitable and conservation purposes.

ARTICLE IX PARLIAMENTARY AUTHORITY

In matters not covered by these By-laws or Texas law, the most current Robert's Rules of Order shall govern.

ARTICLE X AMENDMENTS

SECTION 1. The Constitution and By-laws may be amended by a two-thirds of the votes cast by members with voting rights after the proposed changes have been published electronically on the chapter's website for at least thirty (30) days prior to the vote on the proposed changes. The Chairperson shall conduct the voting in a manner provided in Article II, Section 4.6.

SECTION 2. The express purpose of the sanctuaries, holdings, and assets of the Houston Audubon Society is to promote the conservation and appreciation of birds and wildlife habitat. Toward that end, the transfer of sanctuaries, holdings, or assets of the Houston Audubon Society to members, staff, officers, directors or business entities with which they are associated or in which they have an ownership interest is expressly prohibited. In the event of a transfer, it shall not inure to the benefit of a member, staff, officer, director or business entity with which they are associated. This provision does not prohibit the payment of ordinary, usual and/or customary business operating expenses or payments.

XX