

AUDUBON MIAMI VALLEY
Formerly OXFORD AUDUBON SOCIETY
A Corporation in the State of Ohio
ARTICLES OF INCORPORATION AND BYLAWS

This document incorporates revisions to the version adopted April 1, 2002 and November 9, 2009; the corporate name change (from “Oxford Audubon Society” to “Audubon Miami Valley”) was adopted at Chapter meeting of February 3, 2003

ARTICLES OF INCORPORATION

ARTICLE I: NAME

This organization shall be known as Audubon Miami Valley, hereinafter referred to as “AMV”.

ARTICLE II: PURPOSE

Section 1. The purpose and objectives of AMV shall be to share the members’ common interests and to create a culture of conservation in their community through education and advocacy, focusing on the conservation and restoration of birds, other wildlife and their habitats as may be part of the stated purposes of the National Audubon Society (NAS), of which AMV shall function as a chapter. Said purposes and objectives shall conform to the provisions of Section 501 (c) (3) of the Internal Revenue Code.

Section 2. AMV is not organized, nor shall it be operated, for any pecuniary gain or profit, and it does not contemplate the distribution of gains or profits to the members thereof, or to any private individual. The property, assets, profits, and net income of AMV are irrevocably dedicated to charitable purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two, Section One. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III: DISCONTINUANCE

Section 1: AMV reserves the right to terminate its NAS Chapter status on six month’s notice given in writing to the National Audubon Society, in which case all allocation of dues by the National Audubon Society to AMV will cease on expiration of the six-month period. AMV recognizes the right of the National Audubon Society to terminate the Chapter relationship on six month’s notice, given by it to AMV, in which case the members of AMV shall continue as members thereof for the balance of the term for which dues have been paid.

Section 2: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, with the National Audubon Society or its successor being given priority in such distribution, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Common Pleas of the County in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV: INITIAL TRUSTEES

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

John Blocher, 9 Woodcrest Way, Oxford, OH 45056
Larry Sherman, 7765 Fairfield Road, Oxford, OH 45056
Liz Woedl, 6505 Buckley Road, Oxford, OH 45056

BYLAWS (Retained as adopted May 6, 1996 and revised November 9, 2009)

ARTICLE I: MEMBERSHIP

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

Section 2. Annual dues and classes of membership shall be as established by the NAS.

Section 3. All classes of members shall enjoy all the rights and privileges pertaining to membership in the NAS and AMV.

Section 4. Membership dues shall be payable at the time of application and shall become effective upon being recorded by the NAS.

Section 5. Should renewal of membership dues not be paid within six months after the time they become payable, a member so in arrears shall forthwith be dropped from the rolls. Members in arrears may be maintained on the mailing list of AMV, for a longer period at the discretion of the Membership Chairperson.

ARTICLE II: MEETINGS

Section 1. Regular meetings of AMV shall be held in accordance with the "Required Chapter Activities" of the NAS.

Section 2. The Annual Meeting of the Society shall be held in May at which time new officers will be installed and take office.

Section 3. The members in good standing present at a duly called regular or special meeting shall constitute a quorum for the transaction of business.

Section 4. Special meetings may be called by the President, or pursuant to a resolution of the Board. Fifteen days written notice of such a special meeting, stating the objectives, shall be sent to each member at his/her last known post office or email address.

ARTICLE III: BOARD OF DIRECTORS

Section 1. The control and conduct of business of AMV shall be vested in its Board of Directors. The Board shall include (a) the elected officers, (b) chairpersons of the standing committees, (c) the past president (for one year following his/her latest term in office) and (d) not more than three (3) Members at Large elected for terms of one year.

Section 2. Meetings of the Board shall be held in accordance with the "Required Chapter Activities" of the NAS.

Section 3. A majority of the Board shall constitute a quorum at any meeting.

Section 4. Special meetings of the Board may be called by the President or upon the request of a majority of the Board. The Secretary shall be responsible for the notification of every Board member at least 48 hours prior to such special meetings.

ARTICLE IV: OFFICERS

Section 1. The elected officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer. All officers shall serve for one- (1-) year terms; persons holding the offices of President and Vice-President are each limited to three (3) consecutive terms in their respective offices.

Section 2. A vacancy in any office, other than the presidency, shall be filled by a majority vote of the Board of Directors. Such person shall hold office until the next Annual Meeting at which time the vacancy shall be filled in accordance with ARTICLE VI. In the case of a vacancy in the office of President, the Vice-President shall immediately succeed to the office of President.

Section 3. The President shall preside at all meetings of AMV and its Board of Directors, and shall be an *ex-officio* member of all standing committees, and shall perform all other duties associated with the office of President.

Section 4. The Vice-President shall assist the President in the carrying out of his/her duties, and shall preside at meetings in the absence of the President. He/She shall also serve as chairperson of one of the Standing Committees.

Section 5. The Secretary shall keep a record of all proceedings of the Board and of the Society, and conduct correspondence as requested by the President or the Board.

Section 6. The Treasurer shall have custody of AMV funds. He/She shall disburse the funds as may be ordered by the Board, and shall keep accurate records. He/She shall report to the Board at their regular meetings or as requested. He/She shall prepare an annual report on the financial condition of the Society for distribution to the members the Annual Meeting, a copy of which shall be forwarded to the NAS. He/She shall serve as the Chairperson of the Finance Committee.

Section 7. All checks and drafts of the Society shall be signed by the Treasurer, or in his/her absence, by the President, or the Vice-President. Two signatures shall be required for disbursements exceeding an amount to be authorized by the Board of Directors.

ARTICLE V: NOMINATING COMMITTEE

Section 1. The President, in consultation with the Board of Directors, shall annually appoint a Nominating Committee at least two months prior to elections. The Committee shall consist of not less than three (3) members. The names of the members of the Nominating Committee shall be made known to the membership of the Society and suggestions for officers may be submitted to the Committee by any member of the Society.

Section 2. The Nominating Committee shall nominate candidates for officers to succeed those whose terms of office expire. Its report shall be presented to the membership at a regular meeting one month prior to the elections.

Section 3. Nothing herein shall preclude nominations of officers from the floor at the time of the meeting at which elections are held.

ARTICLE VI: ELECTIONS

Section 1. The election of officers and members at large shall take place at the Annual Meeting. The officers shall be installed at the Annual Meeting.

Section 2. Officers shall be elected by ballot of the membership present, with those receiving a majority being declared winners.

ARTICLE VII: COMMITTEES

Section 1. The President, with the approval of the Board of Directors, shall appoint chairpersons of Standing Committees, who in turn may select their own committee members with recommendations and suggestions from the Board. Committee chairpersons shall serve terms of one (1) year or until their successors are appointed.

Section 2. The President, with the approval of the Board of Directors, shall appoint Special or Task-Force Committees for terms determined by the duration of their assignments.

Section 3. Standing Committees of the Society may be as follows:

MEMBERSHIP COMMITTEE

The President shall appoint a Membership Chairperson. It shall be the duty of the Membership Committee to maintain an accurate roster of AMV members, and to cooperate with the Membership Department of the National Audubon Society by such measures as obtaining lists of names and addresses of potential members residing within the territory of AMV. It shall also be the duty of this committee to conduct membership campaigns and to encourage the continuing membership of those who have become delinquent in the payment of their dues.

PROGRAM COMMITTEE

The President shall appoint a Program Chairperson. It shall be the duty of the Program Committee to make all plans for the regular meetings of the Society. The Program Committee shall promote interest and appreciation through lectures, discussions, exhibits,

publications, and meetings.

CONSERVATION COMMITTEE

The President shall appoint a Conservation Chairperson. It shall be the duty of the Conservation Committee to keep informed on local, state, and national government policies and actions affecting the natural environment and the conservation of natural resources, and to advise the Board of Directors in carrying out the policies of the Society. It shall be the duty of this committee to endeavor to coordinate its actions with the policies and activities of the NAS insofar as conservation measures and policies of national scope are concerned, and to keep the NAS informed of such actions.

FIELD TRIP COMMITTEE

The President shall appoint a Field Trip Chairperson. It shall be the duty of the Field Trip Committee to plan, organize, and arrange for the proper conduct of field trips or outings open to members of the Society and to the public.

PUBLICITY COMMITTEE

The President shall appoint a Publicity Chairperson. It shall be the duty of the Publicity Committee to publicize through newspaper, radio, TV, and other media the purposes and programs of AMV.

EDUCATION COMMITTEE

The President shall appoint an Education Chairperson. It shall be the duty of the Education Committee to further the education objectives of the NAS; to encourage schools and colleges of the community to conduct courses in, or otherwise stress natural history, ecology, and conservation; to conduct lectures and/or workshops in natural science for members and friends; to encourage schools or youth groups to use the Audubon Study Programs and other Audubon aids in natural science, and through other means to inform and educate the public about the natural environment.

PUBLICATIONS COMMITTEE

The President shall appoint a Publications Chairperson. It shall be the duty of the Publications Committee to prepare a tri-monthly bulletin or newsletter for the members of AMV and to prepare any other publications helpful to the programs of AMV.

FINANCE COMMITTEE

The President shall appoint the Treasurer as Finance Committee Chairperson. It shall be the duty of the Finance Committee to plan the annual budget of the Society, assist the Treasurer in the preparation of financial reports, and to make recommendations and carry out the plans for obtaining financial support for the Society.

AUDIT COMMITTEE

The President shall appoint two AMV members other than the Treasurer as an Audit Committee. It shall be the duty of the Audit Committee to confirm prior to the Annual Meeting that AMV financial records are in order.

ARTICLE VIII: COMMITMENTS

AMV or its officers or Board of Directors shall not enter into any commitments binding on the NAS without authorization of the latter. In like manner, the NAS has agreed to make no commitments binding on AMV without its consent.

ARTICLE X: PARLIAMENTARY AUTHORITY

In matters not covered by these Bylaws, Roberts Rules of Order shall govern.

ARTICLE XI: AMENDMENTS

The Constitution and Bylaws may be amended by a majority vote of members in good standing present at any regular meeting, or any special meeting, regularly called, provided a quorum is present, and provided further that notice of such impending amendment or revision shall have been mailed to each member of AMV at his or her last-known post office or email address at least fifteen (15) days before said meeting.