

Revised 10/26/2023

## Constitution and Bylaws

### Fripp Island Audubon Club

#### CONSTITUTION

##### ARTICLE I

###### NAME

This organization shall be known as the Fripp Island Audubon Club (hereinafter called Club) and shall be affiliated with the National Audubon Society, Inc. (hereinafter called the National Society), until such time as the Club may seek and be granted Chapter Membership in the National Society as provided for by Article I, Section 4 of the Society's Bylaws.

##### ARTICLE II

###### PURPOSE

Section 1. The purposes for which the Club is organized are exclusively charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. The principal activity shall be to educate both its membership and the public to the value of and the need for protecting wild birds and other animals, plants, soil and water as well as the interdependence of these several resources. It shall also be the mission of the Club to promote the protection and preservation of the natural resources of Fripp Island, including the encouragement and maintenance of nature sanctuaries.

Section 2. The Fripp Island Audubon Club is organized on a non-profit basis and has permanently dedicated its assets to the exempt purposes set forth in section 501(c)(3) of the Internal Revenue Code of 1954.

Section 3. In the event of dissolution, the residual assets of the Club will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.

## BYLAWS

### ARTICLE I

#### MEMBERSHIP

Section 1. Any person interested in the purposes and objectives of this Club, as set forth in Article II, Section 1 of the foregoing Constitution, is eligible for membership.

Section 2. Although individual members may hold different classes of membership with the National Society, there shall be but one class of membership in the Club, i.e. Member.

Section 3. The membership dues shall be established by the Club.

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 maybe brought before such meeting, including the election of officers and directors.

Section 5. Membership dues shall be payable at or before the Club's October meeting.

Section 6. Should renewal of membership dues not be paid within six months after due date, a member so in default may be dropped from the rolls, without further action by the Board of Directors.

### ARTICLE II

#### MEETINGS

Section 1. The annual meeting of members shall be held on such date in May of each year as may be determined by the Board of Directors.

Section 2. Special meetings of the members may be called by the President or pursuant to resolution of the Board.

Section 3. Notice of a special meeting shall state the purpose or purposes for which the meeting is called.

Section 4. One tenth (1/10th) of voting members shall constitute a quorum at any meeting of the members at which Club 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 business of the Club shall be vested in its Board of Directors. The Board shall include six (6) elected Directors at Large, and, ex-officio with full voting rights, the elected officers of the Club.

Section 2. The Directors at Large shall be elected for the term of two years by a plurality of the voting members of the Club present in person or by proxy at the annual meeting of members.

Section 3. No one individual shall serve for more than two (2) consecutive terms.

Section 4. 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 remaining members of the Board (Officers and/or Directors at Large shall elect individuals to serve until the next annual meeting. When for such purpose a director has been elected or appointed for less than a full term, such part term shall be disregarded with respect to qualification for re-election for additional consecutive terms as set forth in Section 3 above.

Section 5. There shall be at least three regular meetings of the Board of Directors in any one calendar year.

Section 6. Special meetings of the Board may be called by the President or the Secretary upon request of the majority of the Board. Notice of the special meeting may be given in person or by telephone not less than three (3) nor more than ten (10) days prior to the meeting.

Section 7. A majority of the Board shall constitute a quorum at any meeting of the Board provided such quorum includes at least one of the Directors at Large.

Section 8. The President shall act as chairman of any meeting of the Board. In the absence of the President, the Vice President shall preside, and if neither should be in attendance, 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 Club shall be a President, a Vice-President, a Secretary, and a Treasurer. It is preferable that either the President or Vice President be a resident of Fripp Island.

Section 2. The officers of the Club shall hold office for a two-year term, and shall not be eligible for reelection for more than two successive terms.

Section 3. The officers shall be elected for their respective terms by a plurality of the voting members of the Club present in person or by proxy at the annual meeting of the 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 officer to fill the vacancy and the officer so elected shall serve until the next annual meeting of members. When for such purpose an officer has been elected for less than a full term, such part term shall be disregarded with respect to qualification for reelection for a full term or for additional consecutive terms, as set forth in Section 2 above.

Section 5. The President, within the policies established by the Board of Directors, shall direct and administer the affairs of the Club as its executive head and shall supervise all phases of its activities. The President shall also be an ex-officio member of all committees and shall preside at all meetings of the members and of the Board of Directors.

Section 6. In the absence of the President, the Vice-President shall perform the duties of the President.

Section 7. The Secretary shall keep a record of all proceedings of the Club and of the Board of Directors, including a record of those in attendance.

Section 8. The Treasurer shall have custody of the Club's funds and shall disburse such funds as may be ordered by the Board or established by the budget. The Treasurer shall report to the Board at its regular meetings or as requested and shall prepare for distribution to the members at the annual meeting a financial report showing financial performance vs. budget for the year ending, together with a proposed budget for the year ahead.

Section 9. All checks and drafts of the Club may be signed by the Treasurer or the President. In the absence of both the President and Treasurer, the Vice President is given this authority.

## ARTICLE V

### NOMINATING COMMITTEE

Section 1. The Board of Directors shall annually appoint not later than two (2) months prior to the next annual meeting, a Nominating Committee, to consist of no fewer than three (3) members. The names of the members of the Nominating Committee shall be made known to the Club members by mail or at a regular meeting of members, not later than one (1) month after the Nominating Committee has been constituted. Suggestions for nominations of officers and directors-at-large may be submitted to the Nominating Committee by any member of the Club.

Section 2. The Nominating Committee shall nominate consenting candidates for officers and directors-at-large to succeed those whose terms expire at the next annual meeting. The Committee's report shall be presented to the membership at a regular meeting of members not later than one (1) month or earlier than two (2) months prior to the annual meeting.

Section 3. Nothing contained herein shall be construed to prevent nominations of officers and/or directors-at-large from the floor at the annual meeting.

## ARTICLE VI

### OTHER COMMITTEES

Section 1. The President with the approval of the other officers and the directors-at-large shall appoint various committees to carry out the functions of the club.

## ARTICLE VII

### AMENDMENTS

The Constitution and Bylaws 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 above. The notice of such meeting shall be given thirty (30) days in advance and shall recite the working of each proposed amendment and give reasons for the requested revision or addition.

## ARTICLE VIII

### PARLIAMENTARY AUTHORITY

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

## ARTICLE IX

### TERMINATION OR DISSOLUTION

Upon termination or dissolution, the assets of the Club shall be disposed of as provided for by Article II, Section 3 of the foregoing Constitution.