

HOT SPRINGS VILLAGE AUDUBON SOCIETY

**CONSTITUTION AND BY-LAWS**

CONSTITUTION

ARTICLE I – NAME

This organization, Chapter B61 of the National Audubon Society, is The Hot Springs Village Audubon Society.

ARTICLE II – PURPOSES

SECTION 1 – To foster a scientific knowledge and understanding of the ecology and natural history of the flora and fauna of the Village and surrounding area.

SECTION 2 – To assist, where possible, in supporting or in stimulating interest or measures aimed at conserving natural resources and the protection of wildlife.

SECTION 3 – To engage in educational, scientific, literary, historical or philanthropic pursuits as are compatible with the stated purposes of the Society.

SECTION 4 – Not to operate in any way for pecuniary gain or to distribute gains to its members or to any other individual(s), to dedicate irrevocably all its activity income to educational, ecological, and conservation purposes. Upon dissolution or abandonment, to donate all remaining assets to the National Audubon Society, the Arkansas Audubon Society, or to such corporation, association, funds or foundation having a similar objective and purpose as this Society, as a quorum vote of the membership may designate. (This distribution does not supersede ARTICLE IX BY-LAW as required by 501 (c) 3 status.)

SECTION 5 – Not to conduct activities in any political campaign on behalf of any candidate for public office.

Passed October 11, 2018

## BY-LAWS

### ARTICLE 1 – MEMBERSHIP

Any person subscribing to the purposes of the Society may become a member. There are two classes of membership in the Society—a regular one-year membership and a lifetime membership.

### ARTICLE II – QUORUM VOTE

A quorum vote is a vote by the majority of members present at any meeting of the Society upon a proposal or issues presented for decision.

### ARTICLE III – OPERATING YEAR

The operational year for all purposes and activities of the Society extends from January 1 to December 31.

### ARTICLE IV – DUES AND FINANCES

SECTION 1 – The annual dues and lifetime dues are to be determined by the Executive Board in December during budget preparation for the ensuing year.

SECTION 2 – All income is to be deposited by the Treasurer. The President will also be a signatory on all Society accounts.

SECTION 3 – Any special assessment for extraordinary purposes must be presented by the Executive Board to the membership for a quorum vote.

SECTION 4 – An audit of the records of the current Treasurer may be made at anytime, at the discretion of the Board, after a 2-week notice to the Treasurer.

### ARTICLE V – MEETINGS

Regular meetings of the Society are to occur on the second Thursday of the month at 10:00 a.m. at the Coronado Center, with all effort made to limit the meetings to one and one-half hours. In July there is a social and there is no August meeting.

### ARTICLE VI – OFFICERS AND DUTIES

SECTION 1 – Officers are to consist of a President, Vice-President, Secretary, and Treasurer. At the discretion of the Executive Board, an assistant to each office may be appointed with the intent of progression to the office for the succeeding year.

SECTION 2 – Terms of office are for one year, or until a successor is elected.

SECTION 3 – The President presides at all meetings of the Society and the Executive Board; appoints all committee chairpersons (and co-chairpersons); is a member ex-officio of all committees, except the Nominating Committee; and generally supervises the operation and activities of the Society.

SECTION 4 – The Vice-President plans the monthly meetings, secures commitments from speakers, coordinates with the Publicity Chairperson for advanced news releases, and advises the Executive Board of any costs involved. Suggestions from the membership on potential programs will be solicited for consideration. The Vice President shall perform the duties of the President in the absence of that Officer.

SECTION 5 – The Secretary records the actions taken at all meetings, notes all activity reported, attends to routine correspondence, and maintains a permanent file for the Society.

SECTION 6 – The Treasurer is custodian of all funds and assets of the Society, disburses funds as directed by the budget or the Executive Board, and deposits funds in the Society account(s). The Treasurer is to work with the Membership Chairperson to maintain a list of paid members. The Treasurer is to provide a financial report for the proceeding month at each monthly meeting and, as required, for the year to date. The Treasurer may make disbursements over budget by \$250 maximum after approval of at least one other Board Member. The Treasurer is to file necessary forms required for continuation of the Society's 501 (c) (3) status and State Non-Profit status.

SECTION 7 – If the office of the President becomes vacant, the Vice-President will immediately succeed to the office. A vacancy in any other office will be filled by appointment by the Executive Board of a member to serve until the next election of officers.

#### \*ARTICLE VII

Hot Springs Village Audubon Society is organized exclusively for religious, charitable, and/or educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

#### \*ARTICLE VIII

Notwithstanding any other provision of these articles, Hot Springs Village Audubon Society shall not carry on any 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 of 1986 (or the corresponding provisions of any future United States Internal Revenue law) or (b) by a corporation to which contributions are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

## \*ARTICLE IX

Upon the dissolution of the Hot Springs Village Audubon Society, assets will be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future federal tax code), 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 the Court of Common Pleas in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE X – EXECUTIVE BOARD

SECTION 1 – The Executive Board consists of the four elected officers and the immediate Past President. Assistants and Committee Chairs may also be included in Board meetings.

SECTION 2 – The sitting board is to prepare a budget of all projected income and anticipated expenditures for the coming year for presentation to the incoming Board, subsequent to their election at the December meeting. This budget is subject to amendment by the new Board.

SECTION 3 – The incoming Board is to present a financial report for the past year and a proposed budget for the new year to the membership at the January meeting. A quorum vote at the January meeting is required for the adoption of the budget.

SECTION 4 – The Executive Board is to meet quarterly or more often at the call of the President.

## ARTICLE XI – COMMITTEES

Committees can be added or deleted as necessary by vote of the Executive Board.

SECTION 1 — NOMINATING COMMITTEE. The President is to appoint a Nominating Committee comprised of the Immediate Past President as Chairperson and two other members by the October meeting. The Committee is to present a slate of Officers to the membership at the November meeting for election at the December meeting. Open nominations may be made at either the November or December meetings. A majority vote of members present will elect the slate.

SECTION 2 — ARKANSAS AUDUBON ECOLOGY CAMP COMMITTEE. The Chairperson is to assume responsibility for a camping scholarship program for the three area school systems. If funds are available and budgeted, the Society is to finance scholarships for middle school students to the Arkansas Audubon Halberg Ecology Camp. The committee will review a recommended list from the counselors of the schools at Jessieville, Fountain Lake, and Mountain Pine. Annual reservations are to be made with the Arkansas Audubon Society early in the year.

**SECTION 3 — SCHOOL OUTREACH.** The Chairperson will contact teachers at our area schools—Fountain Lake, Jessieville, and Mountain Pine—offering materials, approved by the Board, reflecting the mission and purposes of the Society.

**SECTION 4 — BIRDHOUSES AND FEEDERS.** The Chairperson is responsible for building and furnishing birdhouses for maintenance of the Bluebird Trails in the Village and houses and feeders for sale.

**SECTION 5 — BIRD SEED SALES.** The Chairperson is in charge of the twice yearly bird seed sales for the HSV Audubon Society, negotiating with the vendor, publicizing the seed sale, collecting orders, and arranging for receipt and distribution of the seed.

**SECTION 6 — BLUEBIRD MONITORING.** The Chairperson is responsible for installation, maintenance, and monitoring of the bluebird houses on the HSV Bluebird Trails. The Chairman recruits and trains the box monitors, maintains records of monitoring data, prepares and distributes an Annual Report of Bluebird Trail activity to the membership, and transmits the Annual Report and data to Cornell Lab of Ornithology.

**SECTION 7 — CHRISTMAS BIRD COUNT.** The Chairperson schedules the local count, recruits and organizes participants, and designates census routes. When the tally is prepared, the information is forwarded to the Arkansas Christmas Bird Count Coordinator.

**SECTION 8 — E-COMMUNICATOR.** The Chairperson maintains a current list of e-mail addresses of members, communicates to members all pertinent Society alerts, and keeps the membership informed about all meetings, field trips, and any events scheduled between meetings. The Chairperson distributes a roster of members of record annually in April.

**SECTION 9 — FIELD TRIP COORDINATOR.** The Chairperson plans field trips of interest to members, provides signup sheets at meetings, and arranges for trip leaders.

**SECTION 10 — BIRD IDENTIFICATION INSTRUCTOR.** The Chairperson will teach a bird identification class annually. The Chairperson is responsible for all aspects of the class—developing the curriculum, arranging for class location, scheduling times, setting fees, and submitting announcements to the newspaper publicizing the class and curriculum.

**SECTION 11 — HISTORIAN.** The Chairperson collects and files outstanding information on the activities and interests of the organization.

**SECTION 12 — MEMBERSHIP.** The Chairperson will greet members and guests at each meeting, introduce all guests, keep accurate records of current members, and assist Treasurer in collecting dues. Updated membership lists will be provided to the E-Communicator on a timely basis.

**SECTION 13 — MEMORIALS.** The Chairperson is responsible for processing requests and input from donors and members of the Society for disbursement of funds received as memorials or gifts. Prospective disbursements are to be approved by the Board.

SECTION 14 — PUBLICITY. The Chairperson assumes the responsibility for obtaining information from the Vice President for news releases in advance of all meetings and submitting articles to local publications. The Chairperson is to make arrangements for a photographer at selected meetings for additional publicity. The Chairperson shall coordinate and submit additional pertinent articles as the need arises.

SECTION 15 — WEBMASTER. The Webmaster maintains and updates the Society's website, [www.HSVbirds.org](http://www.HSVbirds.org), with direction from the Board.

#### ARTICLE XII – AMENDMENTS

This Constitution and By-Laws may be amended by presentation to the membership, the proposed changes and justification, with reference to existing ARTICLE and SECTION, in writing, one month prior to a vote. A quorum vote is required for adoption.

\*ARTICLES VII, VIII and IX are a requirement for the Society's 501(c)(3) status.

APPROVED, BY SECRETARY Laurel E. Gunderson Date Nov 2, 2018

Laurel E. Gunderson, Secretary

This Constitution and By-Laws supersedes that adopted April 13, 1979, as amended November 13, 1981; May, 1994; April 11, 2003; and October 11, 2013.