

BY-LAWS
OF
CHICAGO AUDUBON SOCIETY
CHAPTER OF NATIONAL AUDUBON SOCIETY

As amended July 20, 2002

ARTICLE I

This organization shall be known as the Chicago Audubon Society.

ARTICLE II

PURPOSE

Section 1. The purpose and objectives of this Society shall be to engage in any such educational, scientific, investigative, literary, historical, philanthropic and charitable pursuits as may be part of the stated purposes of the National Audubon Society, of which this Society shall function as a Chapter.

Section 2. This Society is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits, and net income of this Society are irrevocably dedicated to charitable purposes and no part of the property, assets or net income of this Society shall ever inure to the benefit of any Director, officer or member thereof or to the benefit of any private shareholder or individual. Upon dissolution, or upon abandonment, the assets of this Society remaining after payment of or provision for all debts and liabilities of this Society, shall be donated to the National Audubon Society, Inc., or its successor or to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objectives and purposes as this Society, as the Board of Directors this Society may designate, subject to the order of a Court as provided by law; provided that none of such assets shall be donated to any organization other than one organized and operated exclusively for charitable purposes as presently set forth in Section 501(c)(3) of the Internal Revenue Code.

Section 3. No substantial part of this Society's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Society participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Society shall not carry on any other activities not permitted to be carried on by an organization exempted from federal income tax under 501(c)(3) of the Internal Revenue Code of 1954 or by an organization in which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE III

MEMBERSHIP

Section 1. Any person interested in the purposes of the Society is eligible for membership, subject to the conditions listed in the following sections.

Section 2. Classes of membership shall be the same as those maintained by the National Audubon Society for both local and national membership. This includes, but is not limited to, the classes of membership known as

Chapter-Only Members, as established by the society's board of directors.

Section 3. Annual membership dues for all classes of membership except Chapter-Only Members shall be established by the National Audubon Society. Annual membership dues for Chapter-Only membership categories that have been established shall be set by the Chapter's Board of Directors.

Section 4. All classes of members shall enjoy the rights and privileges pertaining to the members of both this and the National Society as set forth in the National Audubon Chapter Policy.

Section 5. Membership dues for all classes of membership except Chapter-Only Members shall be payable at the time of application to the National Audubon Society. Membership dues for Chapter-Only memberships shall be payable at the time of application to the Chicago Audubon Society.

Section 6. Should renewal membership dues not be paid within six months after the time they are payable, a member so in default shall forthwith be dropped from the rolls.

Section 7. Members of the Society, other individuals and organizations may contribute in cash or in kind to the support of the Society.

ARTICLE IV

MEETINGS

Section 1. Regular meetings of the Society shall be held not less than four times a year, the date and place to be set by the Board.

Section 2. The annual meeting of the Society shall be held during the month of March on a date set by the Board of Directors, or such other date as shall be established by the Board of Directors, at which time new officers and Board members will be elected, installed and take office.

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

Section 4. Special meetings may be called by the President or pursuant to a resolution of the Board.

Section 5. At least ten days written notice of such regular or special meetings shall be given each member at the last known post office address for that member. Said notice may be included in the Society's monthly newsletter.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The control and conduct of business of the Society shall be vested in its Board of Directors. The Board shall determine the policies of the Society. The Board shall include the elected officers, and a total of not more than eighteen Directors elected by the members for terms of three years. Initially, six Directors shall be elected for one year; six for two years; and six for three years. Thereafter, six shall be elected each year for three year terms. Terms shall terminate at the annual meeting, three years following the annual meeting of their election.

Section 2. In the event of three consecutive absences from regular Board meetings by any officer or other Board member, the Board may declare the position vacant.

Section 3. Regular meetings of the Board shall be held at least 10 times a year, the date and place to be set by the Board.

Section 4. One third of the Board shall constitute a quorum at any meeting.

Section 5. Special meetings of the Board may be called by the President or upon the request of a majority of the Board.

Section 6. The Board may fill vacancies in its own number for any portion of any unexpired term.

ARTICLE VI

HONORARY DIRECTORS

Section 1. The Board of Directors may, from time to time, designate individuals who, by virtue of past service to the Audubon Cause or possessing expertise in areas to be of assistance to the Audubon cause, are deemed worthy of designation as an honorary director. Such honorary directors shall serve for such term as is set forth in the resolution designating such honorary directors.

Section 2. Honorary directors may, but need not, attend meetings of the Board of Directors or other functions of the Chapter. Honorary directors shall not vote on any matters coming before the Board and shall not be included in the computation of the numbers present to constitute a quorum at any meeting of the Board.

Section 3. Honorary directors shall participate in such matters from time to time as they are invited to do so by the Board and in which they are desirous of participating.

ARTICLE VII

OFFICERS

Section 1. The elected officers of the Society shall be a President, a Vice President, a Secretary, and a Treasurer. Neither the President nor Vice President may serve more than two consecutive terms. The officers of the Society shall be elected for terms of two years. Terms shall terminate at the annual meeting, two years following the annual meeting of their election.

Section 2. A vacancy in the office of the President or in any other office shall be filled by the majority vote of the Board of Directors, to hold office until the next annual meeting at which time the vacancy shall be filled in the regular way.

Section 3. The President shall be President of the Society, Chairperson of the Board of Directors and an ex-officio member of all committees, and shall perform all other duties associated with the office of the President.

Section 4. The Vice President shall assist the President in carrying out the duties of that office, shall preside at all meetings in the absence of the President and shall perform such other functions as shall, from time to time, be assigned them by resolution of the Board. The immediate Past Presidents shall preside at all meetings in the absence of both the President and the Vice President.

Section 5. The Secretary shall keep a record of all proceedings of the Board and the Society.

Section 6. The Treasurer shall have custody of the Society's funds, shall disburse the funds as may be ordered by the Board, and shall report to the Board of Directors at their regular meetings or as requested. The Treasurer shall prepare an annual report on the financial condition of the Society for distribution to the members each year, a copy of which shall be forwarded to the regional representative of the National Audubon Society, and may serve as Chairperson of the Finance Committee.

Section 7. All checks and drafts of the Society shall be signed by the Treasurer, the President or the Vice President.

ARTICLE VIII

ELECTIONS

The election of officers and Directors shall take place by a vote of the annual meeting of the membership. The officers and Directors shall be installed at the Annual Meeting.

ARTICLE IX

NOMINATING COMMITTEE

Section 1. The President, with the approval of the Board of Directors, shall appoint a Nominating Committee, at the September meeting of the Board, to consist of not less than three members. The names of the members of the Nominating Committee shall be made known to the membership of the Society. Suggestions for nominations for officers and Directors may be submitted to the Committee by any member of the Society.

Section 2. The Nominating Committee shall nominate candidates for officers and Directors to succeed those whose terms have expired. Its report shall be presented to the Board of Directors at the regular January meeting of the Board and placed in the Society's newsletter prior to the annual meeting.

Section 3. Nominations of officers and Directors may be made from among the membership by nominating petitions signed by not less than five members and accompanied by a written consent to serve executed by the proposed nominee. Petitions shall be filed at the office of the Society either by personal delivery or certified mail not less than the 5th day before the annual meeting.

ARTICLE X

COMMITTEES

Section 1. The President, with the approval of the Board of Directors, shall appoint Chairpersons of Standing Committees who, except for the Nominating Committee, may select their own Committee members with recommendations and suggestions from the Board. Terms of office shall be for one year or until their successors are appointed. Standing Committees shall be composed of not less than three members.

Section 2. The President, with the approval of the Board of Directors, may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment.

Section 3. The Chair Person of each Standing Committee shall be required to attend board meetings on a regular basis, such that in the event of three consecutive absences, from regular Board meetings, the President may declare the position vacant and appoint a new Committee Chair.

Section 4. The Chair Person of each Standing Committee shall be required report to the board of directors, either in writing or in person, at least four times a year.

Section 5. Standing Committees of the Society, except for the Nominating Committee, may be as follows, and other such Committees as become necessary to carry out the functions of the Society:

EXECUTIVE COMMITTEE

The Executive Committee shall consist of the officers of the Society together with the immediate past president and two additional members elected from either the board of director or Standing Committee chairs, and elected by the board of directors. It shall act on behalf of the Society on matters coming before it between meetings of the board; provided, however, no unbudgeted expenditures shall be approved by the Executive Committee without having obtained the subsequent approval of the full Board and provided further that the Executive

Committee is not authorized to amend these by-laws or alter a resolution previously adopted by the full Board. In addition, it shall be the duty of this 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 plans for obtaining financial support for the Society. It shall be an additional function of the Executive Committee to take the necessary steps to ensure that a proper audit is conducted as may be required.

The Executive Committee shall be able to act on behalf of the board on such matters as stated above, either by e-mail or phone, any email or Phone conversation must be initiated by the President or Vice President if the President is unavailable. A majority vote of the executive committee must be received, and two thirds of the Committee must have responded in some form to the proposal being raised. Also a reasonable amount of comment time must be established when a question is raised to allow comments to be made and votes to be changed.

MEMBERSHIP COMMITTEE

It shall be the duty of this Committee to cooperate with the Membership Department of the National Society by such measures as obtaining lists of names and addresses of potential members residing within the allotted territory of this Society and recruiting new members. It shall also be the duty of this Committee to conduct membership campaigns and to attempt to obtain the continuing membership

for those who have become delinquent in the payment of their dues.

PROGRAM COMMITTEE

It shall be the duty of this Committee to make all plans and arrangements for the regular meetings of the Society, and it shall promote interest and appreciation through lectures, discussion, exhibits, publications and meetings.

CONSERVATION COMMITTEE

It shall be the duty of this Committee to keep informed on local, state and national governmental policies and actions affecting natural environment and the conservation of natural resources, to advise the Board of Directors, and to carry 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 National Audubon Society insofar as conservation measures and policies of national scope are concerned and to keep the National Audubon Society informed of such actions. It may recommend the appointment of Task Forces to deal with specific issues.

FIELD TRIP COMMITTEE

It shall be the duty of this Committee to plan, organize and arrange for the proper conduct of field trips that may be participated in, not only by the members of the Society, but by nonmembers and friends.

PUBLICITY COMMITTEE

It shall be the duty of this Committee to publicize, through newspaper, radio, TV and other publicity media, the purposes and program of the Chapter.

EDUCATION COMMITTEE

It shall be the duty of this Committee to further the Educational Services of the National Society; to encourage the 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 sponsor Audubon Junior Clubs and through other means, to inform and educate the public about the natural environment.

PUBLICATIONS COMMITTEE

It shall be the duty of this Committee to publish a bulletin or newsletter for the members of the local Society and to prepare any other publications helpful to the ongoing programs of the local Chapter.

RESEARCH COMMITTEE

It shall be the duty of this Committee to engage in selected research projects, either independently or in cooperation with others, on ornithological topics and such other topics related to this Society's goals as the Committee deems appropriate.

ARTICLE XI

COMMITMENTS

This SOCIETY shall not enter into any commitments binding upon the NATIONAL SOCIETY without written authorization by the NATIONAL SOCIETY, nor shall the NATIONAL SOCIETY, without written authorization by this SOCIETY, enter into any commitments binding upon this Society.

ARTICLE XII

DISCONTINUANCE

This SOCIETY may terminate its status as a chapter of the NATIONAL SOCIETY, and the NATIONAL SOCIETY may terminate the status of this SOCIETY as a chapter of the NATIONAL SOCIETY, pursuant to procedures set forth in the 2001 Audubon Chapter Policy adopted by the NATIONAL SOCIETY'S Board of Directors on December 8, 2001.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

In matters not covered by these By-laws, Robert's Rules of Order (Revised) shall govern.

ARTICLE XIV

AMENDMENTS

These By-laws may be amended by a majority vote of the members of the Board of Directors present at regular meeting of the Board or at any special meeting thereof, regularly called, provided a quorum is present and provided further that notice of the contemplated amendment shall have been mailed to each member of the board at the last known address of such member, together with the notice of said meeting.