

DUBUQUE AUDUBON SOCIETY (Chapter H50) BYLAWS
Amended 8/16/25

ARTICLE I – MEMBERSHIP

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

Section 2. Classes of membership shall be the same as those maintained by the National Audubon Society, with the exception of Chapter-only memberships.

Section 3. Annual dues of membership shall be the same as established by the National Audubon Society, with the exception of Chapter-only memberships.

Section 4. All classes of members shall enjoy all the rights and privileges pertaining to the members of both this and the National Audubon Society, with the exception of Chapter-only memberships.

Section 5. Membership dues shall be payable at the time of application and shall be effective from the date of payment.

Section 6. In addition to the classes of membership offered by the National Audubon Society, the Dubuque Audubon Society will offer a Chapter-only membership. Dues will be established by the Board of Directors of the Dubuque Audubon Society. This class will be eligible for Chapter-only privileges as established by the Board of Directors.

Section 7. Should renewal of National or Chapter-only membership not be paid within three months after the time they are payable, a member so in default shall be dropped from the voting membership rolls.

ARTICLE II – SOCIETY MEETINGS

Section 1. Regular meetings of the Society shall be held on the second Thursday of each month from September through May, except as modified by Board vote. The Board of Directors shall determine the location.

Section 2. The Annual Meeting of the Society shall be held in May, at which time new Officers will be elected.

Section 3. Ten members shall constitute a quorum for the transaction of business at any regular member meeting or duly called Special member meeting.

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

Section 5. Regular and Special Meetings may be held in person or via virtual options available.

ARTICLE III – 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 Officers and Directors, where Directors include Chairpersons of Standing Committees and up to six (6) additional At-Large Directors.

An Officer may serve as a Chairperson of a Standing Committee, and/or an individual may serve as Chairperson of more than one Standing Committee, so the size of the board may vary due to overlapping roles, in addition to a varying number of At-Large Directors.

Section 2. Directors will be elected by the members for terms of one year and may be re-elected.

Section 3. If by reason of resignation or death, or for any other reason, vacancies exist whereby the Board has not the full complement of Officers or Directors, the Board may proceed to elect an Officer or Director to fill such vacancies, and the Officer or Director so elected shall serve until the next Annual Meeting of members.

Section 4. Any Officer or Director can be removed from office for reasons of negligence, incompetence, or for actions judged not in the best interests of the Society. A Board vote is required for all removals. While the Officer or Director in question will be allowed to represent themselves during discussion of the request for removal, they may be excluded from the meeting called for the vote for removal, per section 8 of Article III.

Section 5. There shall be a minimum of eight (8) regular meetings of the Board. Board members may participate in person or virtually if necessary. Board meetings may take place in person, virtually, or by conference call.

Section 6. A majority of the Board members shall constitute a quorum at any Board meeting.

Section 7. Special meetings of the Board may be called by the President or Vice President when acting as President.

Section 8. From time-to-time, the Board of Directors may need to conduct business that is highly sensitive. It may be necessary to conduct this business in closed session. The determination to convene a full meeting or portion thereof in closed session will be made by discussion and vote of the Board. The determination of parties to be invited into or excluded from such sessions will also be determined by vote of the Board prior to conducting a closed session.

Section 9. Email votes may be called by the President for time-sensitive items that anticipate unanimous approval but should be tabled if unanimity is not achieved and discussion is required.

Section 10. Email votes and Special meetings must be recorded in the minutes of the next meeting.

ARTICLE IV – OFFICERS

Section 1. The elected Officers of the Society shall be a President, Vice President, Secretary and Treasurer, who shall each serve for a two-year term and may be re-elected. The President may hold office for two terms but may not be re-elected for a third consecutive term. Other Officers may be re-elected to no more than three consecutive terms in the same position. However, despite the expiration of an Officer's term, the Officer may continue to serve until the Officer's successor is elected, designated, or appointed.

Section 2. A vacancy in the office of President shall be filled by the Vice-President. A vacancy in any other office shall be filled by appointment by the Board of Directors. When appointed for such purpose, the partial term served shall not count against the appointed Director's qualification for re-election for additional consecutive terms, as set forth in Article IV, Section 1.

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

Section 4. The Vice-President shall assist the President in carrying out duties and shall preside at all meetings in the absence of the President.

Section 5. The Secretary shall keep a record of all proceedings of the Board and the Society. The Secretary shall conduct and keep a record of correspondence on behalf of the Society. Other Board member correspondence will be recorded only if it becomes part of the official record in Meeting Minutes.

Section 6. The Treasurer shall be the general business manager of Dubuque Audubon Society under the control of the Board of Directors. The Treasurer shall have custody of all funds, securities, valuable papers,

and assets of the Society. The Treasurer shall maintain full and complete records of all assets and liabilities of the Society. The Treasurer shall report the financial condition of the organization at regularly scheduled meetings and at Board meetings. An annual report of the financial condition of the Society will be available to members.

Section 7. Checks and drafts of the Society shall be signed by the Treasurer or other officer designated by the Board.

ARTICLE V – ELECTIONS

Section 1. The election of Officers and Directors shall take place at the Annual Meeting in May, and installation will be at the start of the Fiscal Year, July 1. Officers may perform duties after their term ends as required and approved by the Board.

Section 2. Candidates nominated for Board positions shall be elected by a voice vote of the membership present at the Annual Meeting, or by motion of the membership instructing the Secretary to cast a unanimous ballot in favor of the recommendations presented. However, if there is more than one candidate for any office, the election to such office shall be by ballot, with the winner receiving the majority vote of the ballots cast.

ARTICLE VI – COMMITTEES

Section 1. Committees may include non-member consultants.

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

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

MEMBERSHIP COMMITTEE – The goals of this committee may include: 1) to cooperate with the Membership Department of the National Audubon Society by obtaining lists of names and addresses of members residing in the allotted territory; 2) to conduct membership campaigns; 3) to promote continuing memberships of those who have become delinquent in payment of dues.

PROGRAM COMMITTEE – The goal of this committee is to provide programs for the meetings of the Society.

EDUCATION COMMITTEE – It shall be the duty of this committee to promote the educational goals of the National Audubon Society through the schools and in the community.

CONSERVATION COMMITTEE – The goals of this committee may include: 1) to be informed on local, state, and national governmental policies and actions affecting the natural environment and the conservation of natural resources; 2) to recommend to the Board of Directors activities concerning conservation of natural resources.

FIELD TRIP COMMITTEE – The goals of this committee will include planning field trips and annual species counts.

COMMUNICATIONS COMMITTEE – It shall be the duty of this committee to keep the membership and community informed about the mission and activities of the chapter. This committee shall publish a newsletter and manage social media services as appropriate. The committee shall provide public notices through appropriate media. The committee shall maintain the chapter website.

TECHNOLOGY COMMITTEE – The goals of this committee will be to provide support to the membership, Board, and Standing Committees as needed and to recommend new technology & implementation.

Section 4. The Board may create additional Standing Committees as necessary to carry out the functions of the Society.

ARTICLE VII – COMMITMENTS

This Society, or its Officers or Board of Directors, shall not enter into any commitments binding the National Audubon Society without authorization from the latter. In like manner, the National Audubon Society shall make no commitments binding on this Society without its consent.

ARTICLE VIII – DISCONTINUANCE

Section 1. This Society reserves the right to terminate its Chapter status on six (6) months' notice given in writing to the National Audubon Society, in which case all allocation of dues by the National Audubon Society to this Society will cease on expiration of the six (6) months period.

Section 2. This Society recognizes the right of the National Audubon Society to terminate the Chapter relationship on six (6) months' notice given by it to this Society, in which case the members of this Society shall continue as members thereof for the balance of the term for which dues have been paid.

ARTICLE IX – PARLIAMENTARY AUTHORITY

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

ARTICLE X – AMENDMENTS

The By-laws may be amended by a majority vote of members in good standing present at any regular meeting or at any Special meeting, provided a quorum is present and provided further that notice shall have been published in the Society newsletter one month prior to the meeting.