

CONSTITUTION

Passed Dec 14, '82

ARTICLE 1

NAME

This organization shall be known as the Big Bluestem Audubon Society (hereinafter called SOCIETY).

ARTICLE 11

OBJECTIVES

Section 1. The objectives of this SOCIETY shall be (1) to enjoy and study birds, other wildlife, plants, and the many other facets of nature in order to gain a broader understanding and a deeper appreciation of the world we live in, and to encourage others to do likewise; and (2) to engage in educational and similar activities, such as sponsoring public lectures, forums, discussion groups, reports on research, etc., relating to the conservation of wildlife, other natural resources, and the quality of our natural environment.

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, profits 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 (hereinafter called NATIONAL SOCIETY) or its successor or, if unwilling or unable to accept said donation, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objects and purposes as this SOCIETY, as the Board of Directors of 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 one or more of the purposes presently set forth in Section 501 (c)(3) of the Internal Revenue Code.

BYLAWS

ARTICLE 1

MEMBERSHIP

Section 1. Anyone interested in the stated objectives of this SOCIETY, and willing to abide by its Constitution, and Bylaws, is eligible to become a member.

Section 2. The classes of membership of this SOCIETY shall be the same as the voting classes of individual Membership maintained by the NATIONAL SOCIETY and shall include: Regular Member, Family Member, Student Member, Sustaining Member, Supporting Member, Contributing Member, Donor Member, and Life Member, and such other voting classes of individual Membership as may be established by the NATIONAL SOCIETY.

Section 3. The membership dues shall be as established by the NATIONAL SOCIETY.

Section 4. All members of this SOCIETY shall enjoy all the rights and privileges accorded to the members of both this and the NATIONAL SOCIETY, except as otherwise provided hereinafter.

Section 5. 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 may be properly brought before such meeting, including the election of Officers and Directors. Members in the class of Family Membership and in the class of Dual Life Membership, as well as the members in any other class of Membership whose annual dues are higher than those established for the class of Family Membership, shall be entitled to two votes per family, provided that at least two members of the family are present in person at the time of voting and are 16 years of age or older.

Section 6. Membership dues shall be payable at the time of application and, in the case of Regular, Family, Student, Sustaining, Supporting, Contributing, and Donor members, yearly thereafter. In the case of Life members, dues shall be paid in full in one sum, except as may be provided otherwise in the Bylaws of the NATIONAL SOCIETY.

Section 7. Should renewal of membership dues not be paid within four months after due date, a member so in default shall be dropped from the rolls.

Section 8. All memberships are non-transferrable.

Section 9. Honorary memberships may be conferred upon any individual by a majority vote of members present at an Annual Meeting. Honorary members shall be exempt from paying dues but such membership, of itself, does not confer eligibility for voting or holding elective office.

ARTICLE 11

MEETINGS

Section 1. Regular meetings of members shall be held on the 2nd Tuesday of each month from September through June.

Section 2. Special business meetings of the SOCIETY may be called at any time by the President, Executive Board, or by any three (3) members. These may be held either separate from or in conjunction with a program or outing.

Section 3. The Annual Meeting shall constitute the regular business meeting of each May and shall include the reports of any standing and special committees, the conferring of Honorary memberships, the election of officers and directors for the coming terms, the installation of same, and such other business as considered necessary.

Section 4. Notice of the Annual Meeting, special meetings, and regular meetings, at which SOCIETY business is to be transacted, shall be given at least seven (7) days before the date of the meeting. Such notice is given when deposited in the United States mail, with postage thereon prepaid, and directed to the member at his address as it appears on the record of members, or at such other address as he may request in writing to the Secretary of this SOCIETY. Notice of such meetings may be published in the SOCIETY'S newsletter or other regular publication, provided such publication is mailed according to the provisions stated hereinabove.

Section 5. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

Section 6. A quorum shall consist of at least eight (8) voting Regular members or 20% of the entire voting Regular membership, whichever is more, for any regular, special, or Annual Meeting.

Section 7. All nominations for officers or directors shall be made from the floor at the time of election. All officers and directors shall be elected by a majority of voting Regular members, consisting of at least a quorum, present at the meeting.

ARTICLE III

OFFICERS AND DIRECTORS: Terms and Limitations

Section 1. The officers of this SOCIETY shall be the President, Vice-President, Secretary, and Treasurer. They shall be elected at the Annual Meeting and hold office for one year.

Section 2. The Executive Board shall consist of nine members, including the four elected officers and five elected Directors. Initially, two Directors shall be elected for two (2) year terms and three (3) for one (1) year terms. Thereafter, at the Annual Meetings, either two (2) or three (3) Directors shall be elected for two (2) year terms, to fill expiring terms.

Section 3. Only members in good standing, as herein defined, shall be eligible to be elected to any office or directorship or shall retain such position.

Section 4. If a vacancy occurs in the office of President, the Vice-President automatically shall assume the presidency until the next Annual Meeting, and a new Vice-President shall be elected at an early date by the full membership, to serve the unexpired term. In case of vacancies in any other office or Directorship, the President shall appoint a replacement, subject to the approval of the Executive Board, to serve until the full membership can elect a replacement to serve the unexpired term.

Section 5. Neither the President nor Vice-President shall serve more than two (2) consecutive full terms in the same office. No member shall hold more than one (1) office on the Executive Board at the same time.

Section 6. If any officer or Director is absent from three (3) consecutive Executive Board business meetings, either regular or special,

and extending over a period of at least four (4) consecutive months, he may be subject to removal from said office or Directorship by a majority vote at a regular or special business meeting of the full membership.

Section 7. 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. All members shall be notified at least seven (7) days prior to meeting for said purpose. At least 30% of all members eligible to vote must be present and at least two-thirds (2/3) of these must vote for removal. Upon removal, a replacement officer shall be elected, by full membership.

ARTICLE IV

OFFICERS: Powers and Duties

Section 1. The President shall direct and administer the affairs of the SOCIETY as its executive head, subject to constitutional restrictions, herein stated or implied. He shall preside at all business meetings of the full membership and of the Executive Board. He shall appoint all committees, subject to approval by the Executive Board.

Section 2. The Vice-President shall assist the President in carrying out the latter's duties; he shall preside at meetings and perform such other duties delegated to the President, in the event of the latter's absence. The Vice-President shall succeed to the presidency should a vacancy arise. The unexpired term shall be completed.

Section 3. The Secretary shall keep a record of the proceedings of all business meetings of the full SOCIETY and of the Executive Board, maintain a permanent file of the Constitution and Bylaws, Articles of Incorporation and all amendments thereto, maintain a permanent file of other items of interest relating to the various activities of the SOCIETY, and perform such other similar duties of the SOCIETY as the Board shall request.

Section 4. The Treasurer shall have custody of the SOCIETY's finances and shall see to the prompt deposit of all monies in the name of the SOCIETY and to the credit of same in such depositories as designated by the Board. He shall disburse the funds of the SOCIETY as may be ordered by the Board, taking proper vouchers thereof, and shall render, upon request of the President or the Board, an accounting of all transactions and of the financial status of the SOCIETY. The Treasurer also shall be a member of the Membership Committee, shall maintain a record of the current status of all members, shall prepare membership cards for all members, and shall notify the Executive Board of all members whose membership has expired, at the first meeting of the Executive Board following such expiration date.

ARTICLE V

EXECUTIVE BOARD

Section 1. The Executive Board shall be responsible for guiding the SOCIETY. It shall make known to the SOCIETY its recommendations on policies to be followed, projects to be initiated or participated in, or resolutions to be adopted, for consideration by the full membership.

Section 2. Upon adoption of new projects or programs by the full membership, the Board shall be responsible for carrying out said projects or programs, and shall have the power to commit the necessary monies to implement them.

Section 3. The Board shall have the power to authorize the expenditure of monies necessary for office mailing items.

Section 4. The Board shall have the power to approve or disapprove all committee appointments by the President and all temporary appointments by the President for vacancies on the Executive Board.

Section 5. The Board shall hold business meetings at least once in each two (2) consecutive calendar months, on such date and at such time and location as suggested by the President and agreed to by a majority of members of the Board, at its first regular meeting following the annual meeting of members.

Section 6. Special meetings of the Board may be called by the President or any other two members of the Board. Seven days (7) notice of such special Board meeting shall be given to each Board member, plus a statement of the business to be transacted. At any such special Board meetings, any business may be transacted that might be transacted at any regular Board meeting.

Section 7. A quorum for any regular or special Board meeting shall consist of at least five (5) members of the Board. All motions shall be carried by a simple majority of Board members present.

ARTICLE VI

NOMINATING COMMITTEE

Section 1. The Board of Directors shall annually appoint, not later than two (2) months prior to the next annual meeting of members, 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 members through the SOCIETY'S newsletter or other publication, or 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 may be submitted to the Nominating Committee by any member of the SOCIETY.

Section 2. The Nominating Committee shall nominate candidates for Officers and Directors 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 nor earlier than two (2) months prior to the Annual Meeting.

Section 3. Nothing contained herein shall be construed to prevent nominations of Officers and Directors from the floor at the Annual Meeting.

ARTICLE VII

OTHER COMMITTEES

Section 1. The President shall designate such committees and appoint members to same, subject to the approval of the Executive Board, as shall be necessary to carry on the business and other activities of the SOCIETY.

Section 2. The Standing Committees shall be as follows and may include such other committees as may be constituted by the Board of Directors to carry out the functions of the SOCIETY:

CONSERVATION COMMITTEE

The Conservation Committee shall keep informed on local, state and national governmental policies and actions affecting the natural environment and conservation of natural resources. It shall draft and recommend the SOCIETY'S conservation policy to the SOCIETY'S Executive Board. It shall carry out the conservation policy as approved by the Board and endeavor to coordinate the actions of the SOCIETY with the policy and activities of the NATIONAL SOCIETY insofar as conservation measures and policies of national scope are concerned. It shall keep the NATIONAL SOCIETY informed of such actions.

EDUCATION COMMITTEE

The Education Committee shall maintain close contact with the Environmental Information and Education Division of the NATIONAL SOCIETY. It shall encourage schools and college within the SOCIETY'S territory to conduct courses in, or otherwise stress, natural history, ecology and conservation. The Committee shall conduct, or cause to be conducted, workshops in natural science for members and others, and shall cooperate in furthering the educational objectives and programs of the NATIONAL SOCIETY. It shall, through other means, inform and educate the public about the natural environment.

MEMBERSHIP COMMITTEE

The Membership Committee shall maintain close contact with the Membership Department of the NATIONAL SOCIETY. It shall keep the SOCIETY'S membership records and shall conduct membership campaigns to enroll new members. It shall endeavor to retain those members who have become delinquent in the payment of their dues. Whenever possible a Membership Committee comprised of more than one individual should be formed; the work of the Committee should be shared among its members.

PROGRAM COMMITTEE

The Program Committee shall make all plans and arrangements for the regular meetings, except for matters relating to SOCIETY business that may be transacted at such meetings. The Committee shall make arrangements for lectures, discussions, and such other events as may promote interest in and appreciation of conservation, ecology and natural history.

PUBLICATIONS COMMITTEE

The Publications Committee shall publish, at least six (6) times a year, a bulletin or newsletter for the members of the SOCIETY and shall prepare any other publications helpful to the SOCIETY'S program.

ARTICLE VIII

FINANCIAL AFFAIRS

Section 1. The SOCIETY shall not at any time assume a negative balance in its fiscal accounts.

Section 2. All checks of the SOCIETY shall be signed by the Treasurer and countersigned by either the President or Vice-President.

Section 3. The fiscal year for the SOCIETY shall extend from May 1 through April 30 of the following year. The Treasurer shall prepare a comprehensive report of the financial transactions of the past fiscal year and present same at the May Annual meeting. A copy of this report shall be forwarded to the NATIONAL SOCIETY. This report shall be audited prior to the May meeting by a committee appointed by the President and approved by the Executive Board. The report of the audit committee also shall be presented at the May meeting.

ARTICLE IX

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 X

DISCONTINUANCE

This SOCIETY may terminate its status as a Chapter of the NATIONAL SOCIETY upon six (6) months' notice in writing to the NATIONAL SOCIETY, and the NATIONAL SOCIETY may terminate the status of this SOCIETY as a Chapter of the NATIONAL SOCIETY upon six (6) months' notice, in writing, to this SOCIETY. In the event of such notice of termination by either this SOCIETY or the NATIONAL SOCIETY, the allocation of dues by the NATIONAL SOCIETY to this SOCIETY shall cease on expiration of the six (6) months' period. However, members of this SOCIETY shall remain members of the NATIONAL SOCIETY for the balance of the term for which dues have been paid.

ARTICLE XI

AMENDMENTS

This Constitution and Bylaws may be amended by at least two-thirds (2/3) vote of members present in person, consisting of a quorum, at any regular or special meeting of members duly called pursuant to the provisions of ARTICLE II, Section 4. The notice of such meeting shall be delivered to members at least seven (7) days before the meeting and shall recite the wording of each proposed amendment.

ARTICLE XII

PARLIAMENTARY AUTHORITY

The rules contained in a recognized manual of parliamentary law shall govern the proceedings of this SOCIETY, except in such cases as are specifically stated in the Constitution and Bylaws as duly adopted.

ARTICLE XIII

CONSTRUCTION

Section 1. This Constitution and Bylaws shall be construed under the laws of the State of Iowa.

Section 2. The masculine pronoun, as used here, shall mean the masculine or feminine, wherever applicable.