

**CONSTITUTION AND BY-LAWS**  
**Jamestown Audubon Society, Inc.**  
**Audubon Community Nature Center**

**BY-LAWS**

**ARTICLE I**

**CONSTITUTION**

**ARTICLE I**

**NAME**

**Section 1.** This organization shall be known as the ~~Jamestown Audubon~~ SOCIETY, Inc. Community Nature Center (hereinafter called SOCIETY ACNC).

**ARTICLE II**

**PURPOSE**

**Section 1.** The purposes and objectives of ~~this~~ SOCIETY ACNC shall be to engage exclusively in any such educational, scientific, literary, historical and charitable pursuits as are set forth in its Certification of Incorporation, if any, and/or are the purposes and objectives of the National Audubon SOCIETY, Inc. (hereinafter called NATIONAL SOCIETY), of which the SOCIETY ACNC shall function as a Chapter, and said purposes and objectives shall conform to the provisions of Section 501 C (3) of the Internal Revenue Code.

**Section 2.** ~~This SOCIETY ACNC~~ is not organized, nor shall it be operated for monetary gain or profit, and it does not contemplate the distribution of gains, profit, or dividends to the members thereof, or to any private shareholder or individual. The property, asset, profits, and any net income of ~~this SOCIETY ACNC~~ are irrevocably dedicated to charitable purposes and no part of this property, assets, profits, or net income of ~~this SOCIETY ACNC~~ shall ever inure to the benefit of any director, officer, or member thereof, or to be benefit of any private shareholder or individual. Upon dissolution, or upon abandonment, the assets ~~of this SOCIETY of ACNC~~ remaining after payment of, or provision for, all debts/or liabilities of ~~this SOCIETY ACNC~~ shall be donated to such corporation or corporations, association or associations, fund or funds, or foundation or foundations, having similar objectives and purposes as ~~this SOCIETY ACNC~~, as the Board of Directors of ~~this SOCIETY ACNC~~ 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.

**Section 3.** No substantial part of ~~the~~ SOCIETY's ACNC's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall ~~the SOCIETY ACNC~~ participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

**ARTICLE III**

**AMENDMENTS**

~~—Section 1. This Constitution may be amended by majority vote of the members present in person or by proxy at any Annual Meeting of members provided that such proposed amendment or amendments to the Constitution have been presented to the members at the previous Annual Meeting of members, and provided that notice of the meeting at which the amendment or amendments are to be voted upon shall have been given in accordance with Article II, Section 4 of the By Laws.~~

**BY-LAWS**

**ARTICLE I**

**MEMBERSHIP**

**Section 1. Eligibility:** Any person interested in the purposes and objectives of ~~the SOCIETY ACNC~~ is eligible to apply for membership.

**Section 2. Membership:** Membership of ~~this SOCIETY ACNC~~ shall consist of members of the National Audubon Society who are members of the chapter as established by reference to the National Audubon Society Roster, and individuals and families who or which have paid the annual dues set by the Board of Directors of ~~the Jamestown Audubon Society ACNC~~ for the then current year. Members by either means shall not be entitled as such member to more than a single vote on any matter on which a member may vote.

**Section 3. Right to Vote:** Each membership shall have the right to cast one vote at the Annual Meeting and at any regular or special meeting of members on any election of directors or any business brought before the membership for vote.

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

**Section 5. Annual Dues:** The annual dues of membership shall be established by the NATIONAL SOCIETY respective organizations.

## ARTICLE IV

### ARTICLE II

#### MEETINGS OF THE SOCIETY ACNC

**Section 1. Regular Meetings:** Regular meetings shall be held on such day and such months as may be determined by vote of the Board of Directors.

**Section 2. Annual Meeting:** The Annual Meeting of the SOCIETY ACNC shall be held on the ~~second (2<sup>nd</sup>)~~ Friday ~~fourth (4<sup>th</sup>)~~ Monday of September, or such other time and date in September determined by the Board of Directors.

**Section 3. Meeting Notice:** Notice of any meeting of ~~the~~ SOCIETY ACNC at which SOCIETY ACNC business shall be transacted, shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting. Notice may be given personally, by mail, by facsimile telecommunications or by electronic mail. If given by mail, but other than first class, it shall be given not less than thirty (30) days nor more than sixty (60) days before such date.

Notice by mail is given when such mail is deposited in the United States Mail, with postage prepaid, and directed to the member at his/her address as it appears on the records of members or at such other address as they may request in writing to the Secretary, and notice by facsimile or electronic mail is given when the device used to give such notice confirms the receipt of the notice at the facsimile or electronic mail address of the member at his/her address as is appears on the records of members or at such other address as they may request in writing to the Secretary.

**Section 4. Quorum:** The lesser of either one-tenth (1/10) of all voting members, or one hundred (100) voting members shall constitute a quorum at any duly called meeting of the membership at which business is to be conducted or elections are to be held. Should New York State Law provide that a lesser percentage or number be necessary for a quorum such a lesser percentage or number shall suffice.

**Section 5. Elections:** Proxies may be distributed to the membership as shown on the Membership Roster on the first day of the month in which the notice is distributed. Members may be present in person, or by proxy.

**Section 6. Special Meetings:** Special meetings of members may be called by the Chairperson of the Board

of Directors, or by petition of not less than one-tenth (1/10) of all members entitled to vote. Notice of special meeting shall state the purpose for which the meeting is called.

Section 7. Annual Report of Directors: The Board shall present a report, verified by the President and Treasurer, or by a majority of the Directors, or certified by independent public or certified accountant or a firm of such accountants selected by the Board, showing in appropriate detail those matters required to be reported under section 519 of the New York Not-for-Profit Corporation Law at the Annual Meeting of the Members. A copy or an abstract thereof shall be entered in the minutes of the proceedings of the Annual Meeting of Members.

## ARTICLE III

### BOARD OF DIRECTORS

**Section 1. Board Responsibilities:** The control and conduct of the property and business of ~~the~~ SOCIETY ACNC shall be vested in the Board of Directors. The Board shall determine the strategic objectives and governing policies of ~~the~~ SOCIETY ACNC. The Board shall annually adopt a budget for the ensuing fiscal year.

The Board shall consist of thirteen (13) directors. Newly elected directors shall assume office at 12:01 a.m. on the first day of the month following the annual meeting. At the first meeting after the election the Board shall elect its own Chairperson, 1<sup>st</sup> Vice Chairperson, 2<sup>nd</sup> Vice Chairperson, Secretary, and Treasurer. ~~The immediate past Chairman of the Board may serve for one year as an advisor to the Board, but shall not have a vote.~~

from amongst its members. The holders of the offices of Chairperson and 1<sup>st</sup> and 2<sup>nd</sup> Vice Chairperson shall be limited to two consecutive terms of one year each in each such office.

**Section 2. Executive Committee of the Board:** The Chairperson, 1<sup>st</sup> Vice Chairperson, 2<sup>nd</sup> Vice Chairperson, Secretary, and Treasurer shall constitute the Executive Committee of the Board. The Executive Committee of the Board shall be empowered to conduct the affairs of ~~the~~ SOCIETY ACNC in the absence of the full Board as provided by New York State Law. The Executive Committee of the Board shall meet when necessary or when the Board of Directors does not meet. At the next regularly scheduled meeting the Board shall be advised of actions taken by the Executive Committee of the Board.

#### **Section 3. Duties of Board Officers:**

**Chairperson:** The Chairperson shall be the chief officer of the Board and shall be responsible for scheduling and conducting meetings of the Board and the Executive Committee of the Board, establishing agendas for Board and Executive Committee of the Board meetings, developing and overseeing a Board Development

Program, preparing for and conducting the required Performance Appraisals of the President and communicating the results of the appraisals to the President, and such other duties as prescribed by the Board. The Chairperson is an ex officio member of all committees of the corporation, except the Nominating Committee and is Chairperson of the Executive Committee of the Board.

**1<sup>st</sup> Vice Chairperson:** The 1<sup>st</sup> Vice Chairperson shall assist the Chairperson in carrying out the duties of that office, and in the absence of the Chairperson, shall preside at all meetings and direct and administer the affairs of the [SOCIETYACNC](#). The 1<sup>st</sup> Vice Chairperson shall serve as the Chairperson of the Strategic Management Steering Committee and have major responsibility to oversee the Strategic Management process of the [SOCIETYACNC](#).

**2<sup>nd</sup> Vice Chairperson:** The 2<sup>nd</sup> Vice Chairperson shall assist the Chairperson and the 1<sup>st</sup> Vice Chairperson in carrying out the duties of those offices, and in the absence of the Chairperson and the 1<sup>st</sup> Vice Chairperson, shall preside at all meetings and direct and administer the affairs of the [SOCIETYACNC](#). The 2<sup>nd</sup> Vice Chairperson shall serve as the Chairperson of the Development Committee and have major responsibility to oversee the fundraising programs of the [SOCIETYACNC](#).

**Secretary:** The Secretary shall perform such duties as may be required by the Board of Directors and the Executive Committee of the Board. The Secretary shall review and sign the recorded minutes. The Board Secretary shall be responsible for the Master Policies, Procedures, and Rules Book.

**Treasurer:** The Treasurer shall: (a) monitor investments; (b) see that necessary deposits and withdrawals are made; (c) assure that proper record keeping is maintained; (d) monitor cash flows; (e) monitor income and expenses; (f) report to the Board on all these activities; and (g) assist the Board members in understanding these activities.

All checks over the amount established by the Board shall be signed by the President and Treasurer, or, in the absence of either, [in descending order of priority](#), by the Board Chairperson, 1<sup>st</sup> Vice Chairperson, 2<sup>nd</sup> Vice Chairperson, or designated member(s) of the Finance Committee who have signatory power assigned to them. Checks for amounts less than the amount established by the Board may be signed by the President alone. Two authorized signatures are required for investment withdrawals and any other financial transactions outside the implied authority of the approved budget. The Treasurer is authorized to make necessary transfer of funds between accounts.

~~—The Treasurer shall ensure that a copy of the annual report is provided to the NATIONAL SOCIETY.~~

The treasurer shall be an ex officio member of the Finance Committee.

**Section 4. ~~Chairperson~~Board Member Emeritus:** The Board of Directors may confer the honorary position of “~~Chairperson~~Board Member Emeritus” ~~to past presidents or Chairpersons~~ for three (3) year terms. The honor shall convey the privilege to participate in meetings of the Board of Directors, but NOT the right to vote. [The privilege may be revoked by the Board of Directors or by the Executive Committee at any time.](#)

**Section 5. Terms of Office:** The Directors shall be elected for a term of three years by a simple majority of ~~the SOCIETYACNC~~ members voting in the annual election. No director may succeed his or her self more ~~than~~ once (hence, a director may serve for six (6) years before having to be off the Board for at least one year), except in the case of a director appointed to fill an unexpired vacancy. Having served for the remainder of another’s term, such Director may stand for election to his/her own first term. Appointment to an unexpired term shall be made by the Board of Directors.

Any director who misses three (3) Board or Executive Committee of the Board meetings during a fiscal year without adequate cause shall be considered to have submitted his/her own resignation, which the Board may accept.

**Section 6. Scheduled Meetings:** There shall be at least six (6) regular meetings of the Board of Directors in each fiscal year.

The Executive Committee of the Board shall establish its own meeting schedule, not to conflict with the Board, and to meet when the Board does not meet in order to conduct necessary business of ~~the~~ [SOCIETYACNC](#).

**Section 7. Special Meetings:** Special meetings of the Board of Directors or the Executive Committee of the Board shall be called by the Chairperson of the Board or by the Secretary upon request of a majority of the members of the Board, or the Executive Committee of the Board, as the case may be.

No action may be taken by the Board of Directors or by any committee without a meeting of at least a majority of the members of said Board of Directors or committee upon proper notice.

Any one or more members of the Board of directors or any committee thereof may participate in a meeting of the Board of Directors or of such committee by means of a conference telephone or similar communications ~~equipment~~[equipment or by electronic video screen communication or as otherwise](#) provided in Section 708 of the New York Not-For-Profit Corporation Law [as same may be amended from time to time.](#)

**Section 8. Quorum:** A simple majority of the serving Directors [participating in person, by telephone, on video screen or as otherwise provided in Not-For-](#)

[Profit Corporation Law Section 708](#) shall constitute a quorum at any meeting of the Board of Directors. ~~Asimilarly,~~ simple majority of the serving members of the Executive Committee of the Board, or any other Committee, participating in person, by telephone, by video screen or as otherwise provided in NFPCL Section 708 shall constitute a quorum at any meeting ~~of the Executive Committee of the Board, of such committee.~~

#### ~~ARTICLE IV~~

#### ARTICLE VI

##### **COMMITTEES OF THE CORPORATION**

~~As provided by Section 712 of the New York State Not for Profit Corporation Law there~~ There shall be Committees of the Corporation established and maintained at the discretion of the Board of Directors. The members of these committees shall be appointed by the Chairperson of the Board, with the advice and consent of the full Board and after consultation with the President of ~~the SOCIETY ACNC.~~ All committees of the Corporation may be comprised of members of the Board of Directors and members of ~~the SOCIETY or Friends of the Nature Center, ACNC.~~ The Committees of the Corporation shall consist of at least the following:

##### **Section 1. Strategic Management**

~~Steering~~ Planning **Committee:** A Strategic ~~Management Steering~~ Planning Committee of at least five (5) people shall be appointed to assist the Board of Directors in preparing the annual revision of the Strategic Plan, and to help assure that the Strategic Plan is being properly implemented and that the Goals and Objectives are being regularly evaluated. This Committee will also be responsible for providing an annual update to the Board. The Committee may schedule a Strategic Planning Retreat as necessary.

##### **Section 2. Development Committee:** A

Development Committee of at least five (5) people shall be appointed to assist the Board in all fundraising. It shall be this Committee's responsibility to assure that needs for funds are properly articulated and plans for raising those needed funds are developed and implemented in a timely manner by the Board of Directors.

**Section 3. Nominating Committee:** A Nominating Committee of at least five (5) people shall be appointed no later than the fourth (4<sup>th</sup>) regular meeting of each fiscal year to: (a) prepare a list of needs of the Board; and (b) develop a possible pool of Board candidates. At least forty-five (45) days prior to the election the Nominating Committee shall present its recommendations to the Board. At least three (3) members of this committee shall be Directors, especially those whose terms on the Board are just being

completed. At least two (2) non Board members shall be appointed to this committee.

**Section 4. Finance Committee:** A Finance Committee consisting of at least five (5) members shall be appointed to review the financial matters of ~~the SOCIETY ACNC.~~ The Treasurer shall serve on the Finance Committee along with at least two (2) other Directors. The Finance Committee shall develop and monitor financial policies for ~~the SOCIETY ACNC.~~

**Section 5. Audit Committee:** An Audit Committee of at least three (3) people shall be appointed to: (a) determine the scope of the annual audit; (b) draft bids to be placed for audit; (c) recommend appointment of a qualified auditor; (d) see that the audit is completed within four (4) months after the end of the fiscal year; (e) conduct a post audit meeting with the auditor; (f) assure that each Board member receives a copy of the audit; (g) review and discuss the completed audit with the Board; and (h) fulfill such other duties as assigned to it by the Board of Directors.

After receiving the recommendation of the audit Committee, the Board shall contract with an outside auditor. No auditor shall be retained for a period in excess of three (3) years under any one contract. The Audit Committee shall have at least one (1) Board member. No member of the Audit Committee shall be a member of the Finance Committee or any Director with signatory powers.

**Section 6. Other Chairpersons:** The Nominating, Finance, and Audit Committees shall select their own chairperson.

#### ARTICLE ~~VII~~ PRESIDENT

**Section 1. Position Defined:** The President ~~(formerly known as the Executive Director)~~ shall be the chief operating officer of ~~the SOCIETY ACNC~~ and shall be appointed by the Board of Directors to run the day-to-day operations of the organization. The President serves at the pleasure of, reports to, and is answerable to the Board.

**Section 2. Meeting Attendance:** The President shall be required to attend meetings of the Board of Directors and Executive Committee of the Board, and shall make appropriate and timely reports at each of these meetings. The President's reports shall be of a professional nature with clearly defined actions suggested to the Board and Executive Committee of the Board. The President shall not have a vote on either the Board of Directors or the Executive Committee of the Board.

**Section 3. Performance Appraisal:** The Board shall at least annually conduct a performance appraisal of the President and within 45 days of such appraisal submit a written report of that appraisal to the President.



This report shall be signed by both the Chairperson of the Board and the President and shall become part of the President's personnel file. If the President does not concur with the written report, s/he shall have the right to submit a written objection that shall be reviewed by the Board and be an attachment to the Board's report.

#### ARTICLE VI

##### OPERATING COMMITTEE

~~—Section 1. The Operating Committee shall be the responsibility of the President and shall consist of the President and a representative of each Standing and/or Special Committee each having a vote. The number and makeup of Standing and/or Special Committees for the Operating Committee shall be at the discretion of the President and Operating Committee. These committees may include, but are not limited to, the following: Allegany Nature Pilgrimage, Buildings and Grounds, Conservation, Education, Field Trips, Gift Shop, Herb and Butterfly Gardens, Library, Mailing, Marketing, Membership, Program, Publications, Social, and Special Events/Festivals.~~

#### ARTICLE VII

##### ARTICLE VIII

##### **MASTER POLICIES, PROCEDURES & RULE BOOK**

**Section 1.** The maintenance of Master Policies, Procedures & Rules Book shall be the responsibility of the Secretary of the Board. In this book shall be accumulated all existing and newly adopted policies, procedures, and rules of ~~the SOCIETY ACNC~~ as they are approved by the Board of Directors including a Conflict of Interest Policy. The Chairperson of the Board shall provide all directors with a copy of pertinent sections of this book as this book is updated. It shall be the responsibility of the President to provide pertinent sections of this book to ~~Operating Committee and~~ staff members and volunteer committee chairs as they assume their positions, or as this book is updated and to cause to be executed annual Disclosure forms by each Board, Committee and/or Staff member.

#### ARTICLE IX

##### ARTICLE VIII

##### **COMMITMENTS**

**Section 1.** ~~This SOCIETY ACNC~~ 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 ~~the SOCIETY ACNC~~, enter into any commitments binding upon ~~this SOCIETY ACNC~~.

#### **ARTICLE ~~IX~~** **TERMINATION**

**Section 1.** ~~This SOCIETY ACNC~~ may terminate its status as a Chapter of the NATIONAL SOCIETY upon ~~six (6) months~~ two (2) months' notice in writing to the NATIONAL SOCIETY and the NATIONAL SOCIETY may terminate status of ~~this SOCIETY ACNC~~ as a Chapter of the NATIONAL SOCIETY upon ~~six (6) months~~ two (2) months' notice in writing to ~~this SOCIETY ACNC~~. In the event of such notice of termination by either ~~this SOCIETY ACNC~~ or the NATIONAL SOCIETY, the allocation of dues by the NATIONAL SOCIETY to this ~~SOCIETY ACNC~~ shall cease on expiration of this ~~six (6) month~~ two (2) month period. However, members of ~~this SOCIETY ACNC~~ shall remain members of the NATIONAL SOCIETY and of ACNC for the balance of the term for which dues have been paid.

#### **ARTICLE ~~XI~~** **AMENDMENTS**

**Section 1.** These By-Laws may only be amended by a majority of the members voting in an election where they have received proposed amendments at least ten (10) days prior to the date their vote is to be cast. Amendments approved by the members shall take effect immediately, unless otherwise specified in the amendment.

#### **ARTICLE ~~XII~~**

##### **PARLIAMENTARY AUTHORITY**

**Section 1.** In procedural matters not covered by these By-Laws, the current edition of the Sturgis Standard Code of Parliamentary Procedures or Robert's Rules of Order shall govern. The Chairperson of the Board of Directors, at her/his discretion, may appoint a parliamentarian to rule on matters of parliamentary procedure at Board meetings. Likewise, the President, at her/his discretion, may appoint a parliamentarian to rule on Operating Committee matters.

#### **ARTICLE ~~XIII~~** **CONSTRUCTION**

**Section 1.** The ~~Constitution and~~ By-Laws shall be construed under the applicable laws of the State of New York.

#### **ARTICLE ~~XIV~~**

##### **BY-LAWS REVISION TASK FORCE**

**Section 1.** A By-Laws Revision Task Force shall be appointed by the Board of Directors when the need arises, but at least every five (5) years. The members of said task force shall be determined by the Board of Directors, but should include people experienced in ~~the~~

[SOCIETY-ACNC](#) and knowledgeable about by-laws revision. The task force members shall select their own chairperson.

**1998-2000 Revision Task Force**

Dolores Thompson, Chairperson; Larry Anderson, Jackie Arvantinos, William Hill, Jr., Christin Stein, Dr. Dixon G. Stevens, Robert Van Every, and President Ruth Lundin (ex officio).

Accepted by the Board of Directors of the  
Jamestown Audubon Society  
March 27, 2000

Revised September 16, 2002

In a vote by the membership at the Annual Meeting

Revised September 26, 2005

In a vote by the membership at the Annual Meeting

Revised September 24, 2007

In a vote by the membership at the Annual Meeting

Revised September 22 2008

In a vote by the membership at the Annual Meeting

Revised September 28, 2015

In a vote by the membership at the Annual Meeting

Revised September 26, 2016

In a vote by the membership at the Annual Meeting

[Draft to be presented at the September 25, 2017 for a  
vote by the Membership.](#)