

BY-LAWS OF THE INDIANA AUDUBON SOCIETY, INCORPORATED

ARTICLE I Name and Purpose

1. The name of this corporation shall be the Indiana Audubon Society, Incorporated.
2. The purpose and objectives of this Society shall be to engage in educational, scientific, investigative, literary, historical, philanthropic and charitable pursuits which protect and conserve our natural resources including water, air, soil, plants and wildlife, especially birds, and to stimulate in Indiana public appreciation of the values of such natural resources and the need for their conservation.

ARTICLE II Fiscal Year

The fiscal and administrative year of this corporation shall be the calendar year.

ARTICLE III Memberships

1. Any person willing to support the purposes of this Corporation is eligible for membership and upon payment of dues, as herein provided, shall be a member of the Corporation.
2. The Society shall have two classes of members, General Members and Life Members.
3. General Members shall be those persons who apply for membership and pay annual dues in the amount established by the Board of Directors for one of the categories of General Memberships.
4. Life Members shall have all the rights, privileges, duties, liabilities and restrictions as a General Member, except that Life Members shall be exempt from the payment of annual dues.
5. The dues payable shall be determined from time to time by the Board of Directors. The Society may recognize members by various designations depending upon the level of contributions to the corporation. Dues for all General Members shall be for a period of one year and shall be payable on the anniversary date of the membership. Dues for Life Members shall be payable in one payment or in installments as determined by the Board of Directors.
6. Each Member age eighteen (18) and over shall have the right to vote. Each Membership shall receive the publications of the Society.

ARTICLE IV Meetings of Members

1. The Society shall hold at least two general business meetings each year at a time and place to be determined by the Board of Directors. One of these meetings shall be the annual membership meeting and shall be held during the first six months of the year. At the annual meeting, Officers and Directors shall be elected, Officers shall present their annual reports and all such other business as may be properly brought before the Membership shall be transacted.
2. Special meetings may be called by the President, by a majority of the Board of Directors, or by written petition signed by not less than 10% of the Members authorized to vote.
3. A notice stating the place, day and time of the meeting, and, in the case of a special meeting, the purpose for which such meeting is called, shall be delivered or mailed by the Secretary or by the Officer or person calling the meeting to each member of record entitled to vote at such

meeting at least 10 days before the date of the meeting at such address as appears upon the records of the Corporation for that Member.

4. Twenty-five (25) Members qualified to vote, present in person or by proxy, shall constitute a quorum.

5. Each Member, age eighteen (18) and over, whose dues are paid shall be entitled to one vote on each question presented at any meeting.

6. At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member. No proxy shall be valid after 11 months from the date of its execution.

7. The Secretary of the Corporation shall at all times keep a complete list of all members entitled to vote, which list may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE V Board of Directors

1. The Officers and Directors of the Society shall constitute the Board of Directors.

2. The Board of Directors shall have general supervision of the affairs of the Society between its business meetings and shall perform the duties as described by these Bylaws and the Standing Rules. The Board shall be subject to the orders of the Society and none of its acts shall conflict with action taken by the Society.

3. The Board of Directors shall meet at least three (3) times annually. The President, with approval of the Board of Directors, shall designate the time and place of the regular meetings.

4. Special meetings may be called by the President and shall be called at the request of at least five (5) members of the Board of Directors.

5. A notice stating the place, day and time of the meeting, and, in the case of a special meeting, the purpose for which such meeting is called, shall be delivered or mailed by the Secretary or by the Officer or person calling the meeting to each Member of the Board of Directors at least 10 days before the date of the meeting.

6. Quorum. Nine (9) members of the Board of Directors shall constitute a quorum, except for the filling of vacancies which shall require a majority of the existing Directors.

ARTICLE VI Officers and Directors

1. The Officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer. There shall be also be nine (9) elected Directors. The immediate Past President shall also serve as a member of the Board of Directors. In addition to the nine (9) elected Directors, the Website Coordinator, *Quarterly* Editor and *Cardinal* Editor shall each be a Director by virtue of his or her office during the term of such office, and shall not be eligible to be elected as one of the nine (9) elected Directors while holding such office. If any elected Director shall be elected to serve in one of the Editor positions, then his/her office as an elected Director shall be considered vacant and shall be filled for the unexpired term in the manner described in the Bylaws. These Officers and Directors shall perform the duties prescribed by the Bylaws, the standing rules and the Parliamentary Authority adopted by the Society. All Officers and Directors shall be Members of the Society.

2. The President, with approval of the Board of Directors, shall appoint a Nominating

Committee no later than January 31 for the current year and shall name the Chair. The Committee shall consist of three (3) Members, at least one of whom shall be a member of the Board of Directors.

3. The Nominating Committee shall report their nominations for Officers and Directors to the annual meeting of the Members. Additional nominations may be made from the floor, provided that the consent of the Member has been obtained. The Officers and Directors shall be elected by ballot. If there is only one candidate for each office and Director, the President shall declare the slate elected.

4. Newly elected Officers and Directors shall take office at the beginning of the administrative year.

5. To serve as President, the member shall have been a Member of the Society for at least three (3) years prior to assuming office as President or shall have served as a member of the Board of Directors for one year.

6. The Directors shall be elected to serve a term of three (3) years or until their successors are elected, and shall have staggered terms so that one-third (1/3) of the Directors' terms shall expire each year. Members of the Executive Committee shall hold office for one year or until their successors are elected. The Officers' terms of office shall begin at the beginning of the Society's fiscal year, January 1.

7. The person elected to the office of President may be elected to no more than three (3) consecutive terms. A President having served the maximum number of consecutive terms may serve again in the same office after the expiration of two (2) years.

8. No other Officer shall be eligible to serve more than three (3) consecutive terms in the same office, except for the Treasurer, who shall be eligible to serve no more than six (6) consecutive terms. No person shall be eligible to be elected as one of the nine (9) elected Directors for more than two (2) consecutive terms. An Officer or Director having served the maximum number of consecutive terms may serve again in the same office after the expiration of two (2) years.

9. Any vacancy in the office of President shall be filled by vote of the Board of Directors. A vacancy in any other office shall be filled by appointment of the President, with the approval of the Board of Directors, for the remainder of that fiscal year. Any vacancy occurring among the nine (9) elected Directors shall be filled by a majority vote of the remaining members of the Board.

10. An Officer or Director may be removed from office by a two-thirds (2/3) vote of the Board of Directors under the conditions and procedures prescribed in the Society's parliamentary authority.

11. The Editor of the *Indiana Audubon Quarterly* and the Editor of *The Cardinal* newsletter shall be elected by the Board of Directors no later than December 31 for the following year.

ARTICLE VII Committees

1. The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer and one Member to be elected by the Board of Directors at the first Board meeting of the fiscal year. The elected Member shall be a current member of the Board of Directors. The Executive Committee shall have general supervision of the affairs of the Society between meetings of the Board of Directors. The Executive Committee shall be subject to the orders of the Society and the Board, and none of its acts shall conflict with the actions taken by the Society or the Board. Special meetings may be called by the President and shall be called at the request

of a majority of the Executive Committee.

2. The President, with approval of the Board, shall appoint the committee chairs for all standing committees. The President, with the approval of the Board, shall fill any vacancies.

3. The President shall be an ex officio member of all committees except the Nominating Committee.

4. Additional committees may be appointed by the President, with the approval of the Board of Directors, whenever deemed necessary to the welfare and development of the Society.

5. Standing committees are listed in the Society's Standing Rules.

ARTICLE VIII Mary Gray Bird Sanctuary Endowment Fund

1. The Mary Gray Bird Sanctuary Endowment Fund shall be administered by a Board of three (3) Trustees. The Board of Directors shall, no later than December 31, elect one (1) Trustee for a two-year term commencing on the first day of January following. The Executive Committee shall recommend candidates for the position of Trustee. The Treasurer of the Corporation shall be the third Trustee and shall be Treasurer of the Trustees. The elected Trustees shall be Members of the Society and shall not be members of the Board of Directors of the Corporation. The elected Trustees shall serve staggered terms and shall serve no more than three (3) consecutive terms. A Trustee having served the maximum number of terms may serve again after the expiration of two (2) years.

2. The Treasurer shall call a meeting of the Trustees as soon as convenient after their election to elect a chair and transact any other business. Other meetings of the Trustees may be held upon the call of the chair or any other Trustee upon any reasonable notice.

3. The Treasurer shall segregate all assets which may come into his/her possession for the use or benefit of said Endowment Fund from all other funds of the Society. The Treasurer shall keep separate records thereof and make separate report thereof to the Board of Directors at the first meeting of the fiscal year.

4. The Treasurer shall place all of the following funds received by the Society in said Endowment fund: all gifts, bequests and memorial contributions made to said Endowment Fund or to the Society for the benefit of said Endowment Fund or in any way designated by the donor as intended for said Endowment Fund, and all funds placed therein by resolution of the Board of Directors.

5. The Treasurer shall, make quarterly distributions as computed below, from said Endowment Fund to the person who may be responsible for the operation of the Mary Gray Bird Sanctuary, to be used for the operation, maintenance, upkeep and improvement of said Sanctuary, or for the purchase of additions thereto, except that the Trustees may, from time to time, direct that all or any part of such distribution be added to the principal of the Endowment Fund. In any year in which the Trustees shall determine that such distribution is not needed for Sanctuary purposes it may, subject to approval of the Board of Directors, direct the use of such income for other purposes beneficial to the Corporation. Neither the Treasurer nor the Trustees shall be responsible for the proper application of such income after the same shall be paid over as directed.

6. Distributions from the Endowment Fund shall be computed, using an average of the market value of the Fund at the end of the twelve (12) preceding calendar quarters and using a

distribution rate of 3.25% per annum.

7. The Trustees shall retain all principal funds which may come into said Endowment Fund and shall not expend the same for any purpose except for the expenses of administering said funds and, at the direction of the Board of Directors, for the purchase of real estate for Sanctuary purposes.

8. The Trustees shall have authority to hold, use, or sell any tangible or intangible personal property and, with the consent of the Board of Directors, sell any real estate coming into their possession and to invest the proceeds from any sale of such property.

9. The Trustees shall have exclusive control of the investment of said funds and shall be governed in their actions by all applicable statutes of the State of Indiana concerning the investment of trust property.

10. The Trustees may, at their discretion, allocate all additions to the Endowment Fund and all disbursements there from as between principal and income.

11. The Trustees may employ and pay the expense of such expert or professional assistance and advice as they shall deem necessary to the proper management of said Endowment Fund, with the approval of the Board of Directors of the Corporation.

12. The Trustees are authorized to accept, and shall be the custodians of, any gift, devise or bequest made to the Society subject to the terms of an express trust and shall hold the same subject to the terms of such trust.

ARTICLE IX Indiana Audubon Society Development Fund

1. There shall be a separate fund to be known as the Indiana Audubon Society Development Fund. This Fund shall be administered by the Finance Committee of the Society.

2. The Treasurer shall place all of the following funds received by the Society in said Development Fund: all Life Membership Fees, all gifts, bequests and memorial contributions made to said Development Fund or to the Society for the benefit of said Development Fund or in any way designated by the donor as intended for said Development Fund and all funds placed therein by resolution of the Board of Directors.

3. The Treasurer is directed to keep separate records and accounts of such Fund and to report on the same as directed by the Board of Directors.

4. Quarterly distributions from the Development Fund, as computed below, shall be paid over to the General Fund of the Society, to support the education, research and publications of the Society or for any other purpose, as directed by the Board of Directors, to be beneficial to the Society.

5. Distributions from the Development Fund shall be computed, using an average of the market value of the Fund at the end of the twelve (12) preceding calendar quarters and using a distribution rate of 3.25% per annum.

ARTICLE X Rules of Order

Robert's Rules of Order shall govern matters of procedure in this Corporation in all cases in which they are not inconsistent with the Articles of Incorporation or Bylaws of the Corporation or

the laws of this State.

ARTICLE XI Amendment

These Bylaws may be amended by the affirmative vote of a majority of the Board of Directors at any regular meeting or at any special meeting called for such purpose. A ten (10) day written or electronic notice of the proposed amendment shall be sent to each Board member.