

**BYLAWS
OF
ST. JOHNS ~~REGIONAL AUDUBON, INC. COUNTY AUDUBON CHAPTER, INC.~~
A FLORIDA NON-PROFIT CORPORATION**

ARTICLE 1: NAME, LOCATION, OFFICES

- 1.1 Name:** The name of this non-profit shall be known as St. Johns ~~Regional~~County Audubon ~~Society~~, Inc. (the “Chapter”). The Chapter is affiliated with the National Audubon Society (“National Audubon”).
- 1.2 Registered Office and Agent:** The Chapter shall maintain a registered office in the State of Florida, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Florida Not for Profit Corporation Act, Chapter 617 Florida Statutes.

ARTICLE 2: PURPOSE AND AUTHORITY

- 2.1 Non-profit Corporation:** The Chapter shall be organized and operated as a non-profit corporation under the provision of the Florida Not for Profit Corporation Act.
- 2.2 Charitable and Education Purposes:** The Chapter is a voluntary association of individuals the purposes of which, as set forth in the Articles of Incorporation, are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Chapter’s mission is to promote the protection, preservation, and restoration of the habitats of birds and other wildlife through education, science-based advocacy and other endeavors. The Chapter shall be a non-profit organization.
- 2.3 Governing Instruments:** The Chapter shall be governed by its Articles of Incorporation and these Bylaws.

ARTICLE 3: NON-PROFIT OPERATION

- 3.1 Operation:** The Chapter will not have or issue shares of stock. No dividends will be paid, and no member of the Chapter has any vested, right, interest or privilege in or to the assets, property, functions or activities of the Chapter.
- 3.2 Tax Exempt Status:** The affairs of the Chapter at all times shall be conducted in such a manner as to assure its status as a publicly supported organization to qualify for exemption from income tax pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE 4: RELATIONSHIP WITH NATIONAL AUDUBON

- 4.1** The relationship between the Chapter and National Audubon shall be governed by the policies and documents established for chapters by National Audubon as they may change from time to time.

ARTICLE 5: MEMBERSHIP IN THE CHAPTER

5.1 Eligibility: Any person or organization interested in the purpose and objectives of the Chapter is eligible to apply for membership in the Chapter.

5.1.1 Membership in the Chapter: Membership in the Chapter shall include membership in the Chapter only.

5.1.2 Other Audubon Organizations: National Audubon and Audubon Florida memberships shall be provided to Chapter members in accordance with National Audubon and Audubon Florida membership policies as they may change from time to time.

5.2 Chapter Dues: The amount of Chapter membership dues shall be determined by the Board from time to time.

5.3 Good Standing and Voting Rights: A member in good standing (“Member in Good Standing”) shall be a paid up member of the Chapter. Each Member in Good Standing of the Chapter shall have the right to vote at any Annual, regular or special meeting of members on any motion that may be brought to the membership at such meeting, including the election of Officers and Directors

ARTICLE 6: MEETINGS OF MEMBERS

6.1 Regular Meetings: The number and timing of regular meetings of members shall be determined by the Board of Directors.

6.2 Annual Meeting: The Chapter shall hold an annual meeting (“Annual Meeting”) of members no later than May 31 of each year on a date determined by the Board of Directors. The members of the Chapter shall vote upon the nominees for the Officers and the Board of Directors. Members in Good Standing may make nominations for Officer and Director positions from the floor at the time of the Annual Meeting, in addition to voting on the Officers and Directors proposed by the Nominating Committee.

6.3 Special Meetings: Special meetings of the Members may be called by the President or Vice-President or by the Board of Directors or by petition of not less than five percent (5%) of the Members in Good Standing in accordance with the Florida Not for Profit Corporation Act. Notices of special meetings of members shall state the purpose or purposes for which such meetings are called.

6.4 Notice of Meetings: Notice of each meeting of the Members, whether Annual, regular, or special shall state the day, hour, and place for the meeting. The notice shall be e-mailed to each Member in Good Standing who has provided their e-mail address and is entitled to vote, not less than days (5) days before each meeting. The notice shall also be posted on the Events Calendar of the Chapter website and may be posted elsewhere at the Board’s discretion.

6.5 Quorums: The presence of five (5) Members in Good Standing shall constitute a quorum at an Annual, regular or special meeting.

ARTICLE 7: THE BOARD OF DIRECTORS

7.1 Classes of Members: As required by the Articles of Incorporation for the Chapter, there shall be two classes of Directors. The first class of Directors shall constitute Directors, who are not Officers. The second class shall constitute Directors who are Officers. The first class of Directors and the second class of Directors shall constitute the Board of Directors. Except as noted in **Section 7.7**, a Director, regardless of his or her class, shall have one (1) vote on Board matters.

7.2 Members: The Board of Directors shall consist of no fewer than three (3) and no more than nine (9) Directors. The Officers of the Chapters shall be Directors of the Board. The immediate past President shall be an ex officio member of the Board if he or she chooses to do so.

7.3 Standard of Care: Each Director shall discharge his or her duties as a director, Officer, or committee member (x) in good faith, (y) with the care an ordinarily prudent person in a like position would exercise in the same circumstance, and (z) in a manner he or she reasonably believes to be in the best interests of the Chapter. All conflicts of interest shall be governed by the Florida Not for Profit Corporation Act.

7.4 Membership Voting Rights: All members of the Board, elected, honorary or appointed, shall be entitled to vote on matters put before membership for vote, and each such Board member shall be entitled to one vote on each such matter.

7.5 Terms for Directors: Directors shall hold office for a term of two (2) years. There shall be no limit on the number of consecutive terms a Director may serve. Directors who are also Officers shall hold their Officer positions separately in accordance with the terms established in **Section 9.3**.

7.6 Qualifications and Rights of Members: To be eligible to serve as a Director, an individual must be willing to accept their assigned responsibilities, as defined in policies and resolutions adopted by the Board.

7.7 Honorary Directors: The Board of Directors may designate by written resolution a Director (or a designated representative) of a local non-profit organization whose objectives and purpose support those of the Chapter. The Board of Directors may designate by written resolution a full or part-time college or junior college student whose interests support those of the Chapter. There shall be no more than two (2) such designated Directors and they shall be members of the first class of Directors in accordance with **Section 7.1**, except that Honorary Directors shall have no right to vote on Board matters. The Board of Directors may set specific term limits for honorary Directors in the resolution appointing them to the Board.

7.8 Appointed Directors: If, for any reason, a vacancy exists on the Board and the Board does not have a full complement of Directors, the Board may appoint by resolution a Director, or Directors, to serve on the Board until the next Annual Meeting of Members. There shall be no more than three (3) such Appointed Directors and they shall be members of the first class of Directors in accordance with **Section 7.1**.

7.9 Removal:

7.9.1 Elected by the Members: The Members in Good Standing of the Chapter shall have the power to remove any member of the Board of Directors from his or her position with or without cause if the Director was elected to the Board by the members. A Director may only be removed if the number of votes cast to remove a Director would be sufficient to elect a Director at an Annual, regular or Special meeting. The process for voting for removal shall be governed by the Florida Not for Profit Corporation Act.

7.9.2 Unexcused Absences: If a Director accumulates more than three (3) unexcused absences with one (1) year, the Board of Directors may remove a Director failing to attend the specified number of Board meetings if a majority of the Directors then in office vote for the removal. The process for voting for removal shall be governed by the Florida Not for Profit Corporation Act.

ARTICLE 8: MEETINGS OF THE BOARD OF DIRECTORS

8.1 Place of Meetings: Meetings of the Board may be held at such place within the State of Florida as determined by the Board.

8.2 Meetings: There shall be at least five (5) regular meetings of the Board of Directors in any one (1) fiscal year for the purpose of transacting any and all business that may properly come before the Board. The President or Vice President may call a special meeting of the Board of Directors.

8.3 Notice of Meetings: Reasonable notice stating the place, day and hour of any regular meeting of the Board shall be forwarded to each Director entitled to vote at such meeting by or at the direction of the President using a reasonable method of communication. In case of a special meeting or one required by statute or these Bylaws, the notice of the date, time, place and purpose or purposes for which the meeting is called shall be stated in a notice issued electronically to all Board members at least two (2) days prior to the meeting.

8.4 Quorum: A quorum of the Board of Directors consists a majority of the total number of the Directors.

8.4.1 A majority of the Directors immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum of the Board is present at such meeting, those present may adjourn the meeting at any time without further notice. A quorum once attained continues until adjournment despite voluntary withdrawal of enough Directors to leave less than a quorum.

8.4.2 A Director may attend a specific meeting telephonically, or by other electronic communications acceptable to the majority of the Directors present for a meeting, and be considered as part of the quorum.

8.4.3 Directors younger than 18 years old may not be counted toward a quorum.

8.5 Presiding Officer: The President or, in his/her absence, the Vice-President, shall act as chair at any meeting of the Board. If the President and the Vice-President are absent, the Directors present at the meeting shall designate any other member of the Board to act as chair. The Secretary of the Board shall act as secretary of all meetings of the members; but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

8.6 Telephone and Similar Meetings: Directors may participate and hold meetings by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting

8.7 Actions of Members Without a Meeting: Any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, including electronic communications, setting forth the action so taken, is signed by a majority of the Directors entitled to vote with respect to the subject matter thereof.

8.7.1 For purposes of this section, "signed" includes a message of consent as set forth in electronic communication. Such consent shall have the same force and effect as a vote of the Directors at a meeting. Documentation of the signed consent, or a signed copy, shall be placed in the files of the Chapter. Action taken under this **Section 8.7** are effective when the last Director signs the consent, unless the consent specifies a different effective date.

8.7.2 A consent signed under this **Section 8.7** has the effect of a meeting vote and shall be described as such in any document.

ARTICLE 9: OFFICERS

9.1 Officers of the Chapter: The officers of the Chapter ("Officers") shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may designate additional Vice Presidents, including an Executive Vice President, as well as one or more Assistant Secretaries and Assistant Treasurers, as needed.

9.2 Election of Officers: The Members in Good Standing shall elect the Officers of the Chapter at the Annual Meeting.

9.3 Term: All Officers shall serve for a term of one (1) year, or until their successors are elected. ~~There shall be no limit on the number of consecutive terms an Officer may serve. No Officer may hold the same office for more than eight (8) full consecutive terms, except the President, who is limited to six (6) consecutive terms.~~

9.4 Vacancies: If, for any reason, an office shall become vacant, the Board of Directors may appoint any Member in Good Standing to be an Officer to fill the vacancy for the remainder of the term. ~~Officers whose terms are expiring and are subject to the limits of Section 9.3 of these Bylaws may be reappointed to their expiring Officer position until a successor is appointed by the Board.~~

ARTICLE 10: DUTIES OF OFFICERS

- 10.1 President:** The President shall direct and administer the affairs of the Chapter and shall supervise all phases of its activities, subject to instructions by the Board. He/she shall preside at all meetings of members and meetings of the Board. The President shall be an ex-officio member of all committees. The President shall be a full-time resident of the geographic area in which the Chapter is located.
- 10.2 Vice-President:** The Vice-President shall assist the President to carry out his/her duties and, in the absence of the President, shall direct and administer the affairs of the Chapter.
- 10.3 Secretary:** The Secretary shall keep minutes of all meetings and proceedings of the Chapter and of the Board of Directors. The Secretary shall perform such other duties as the Board may direct.
- 10.4 Treasurer:** The Treasurer shall have custody of the funds of the Chapter and disburse them as directed by the Board and in accordance with the Bylaws. The Treasurer or the President shall sign all drafts and checks of the Chapter. The Treasurer shall prepare an annual budget, with the assistance of the President and other Board members. The budget shall be subject to the approval of the Board at such Board meeting designated by the President. The Treasurer shall render an annual report on the finances of the Chapter to the membership at the Annual Meeting.

ARTICLE 11: COMMITTEES

- 11.1 Audit Committee:** Not less than two (2) months prior to the Annual Meeting, the Board of Directors shall appoint an Audit Committee, consisting of two (2) members of the Chapter who are not Officers or Directors. After completing an informal audit of the Treasurer's accounts, the Audit Committee shall report back to the Board within two (2) weeks of the Annual Meeting the results and recommendations of the audit. The Audit Committee shall make a report to the membership at the Annual Meeting.
- 11.2 Nominating Committee:** No less than two (2) months prior to the Annual Meeting, the President shall appoint a Nominating Committee consisting of two (2) members of the Chapter to nominate candidates for each of the Officer and Director positions of the Chapter at the Annual Meeting.
- 11.3 Standing Committees:** The Board of Directors shall create such Committees and appoint Committee Chairs as it deems necessary to further the work of the Chapter.
- 11.3.1** Chairs of the Committees shall be Members in Good Standing. Standing Committee chairs shall be appointed for terms of one (1) year by the Board. There is no term limit for the chairs of Committees.
- 11.3.2** Chairs of Committees may select their own committee members with recommendations and suggestions from the Board. There are no terms or term limits for committee member appointments.
- 11.4** The Board of Directors may appoint special committees whose term will be determined by the length of the assignment.

11.5 Each committee shall only execute the authority granted to it by the Board. There are no notice, quorum or voting requirements placed on Board-created committees.

ARTICLE 12: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

12.1 Contracts: The Board may authorize the President, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Chapter. Such authority must be in writing and be confined to specific instances.

12.2 Checks, Drafts, Notes, etc: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter shall be signed by the President or the Treasurer.

12.3 Deposits: All funds of the Chapter shall be deposited to the credit of the Chapter in such banks, trust companies or other depositories used by the Chapter. The President or the Treasurer shall make such deposits as an authorized representative with the banking institution.

ARTICLE 13: BOOKS, RECORDS AND REPORTS

13.1 Books and Records: The Board shall keep correct and complete books and records of account and shall also keep minutes and proceedings of its Board meetings. The Chapter shall keep a record giving the name and addresses of the Members in Good Standing. After each Annual or special Board meeting, the Secretary shall make available, upon request, copies of the minutes thereof to all such Members. All books and records of the Chapter may be inspected upon request.

ARTICLE 14: FISCAL YEAR

14.1 Fiscal Year: The Board shall establish the fiscal year for the Chapter, which may be changed for good cause, from time to time.

ARTICLE 15: INDEMNIFICATION

15.1 Officers and Directors: The Chapter shall indemnify each Officer and Director to the full extent permitted by the Florida General Corporation Act and the Florida Not for Profit Act.

ARTICLE 16: AMENDMENTS

16.1 Power to Amend, Alter, Change or Rescind Bylaws: The Members in Good Standing, upon the affirmative votes of a majority of such Members present and voting at any Annual, regular or special meeting of the Members called for that purpose, shall have the right to (1) make and adopt Bylaws and/or (2) alter, change amend or rescind Bylaws.

16.2 Power to Amend Articles of Incorporation: The Members in Good Standing, upon the affirmative votes of a majority of such Members present and voting at any Annual, regular or special meeting of the Members called for that purpose, shall have the right to

amend the Chapter's Articles of Incorporation in a manner provided by the Florida Not for Profit Act.

ARTICLE 17: DISSOLUTION

17.1 Dissolution: Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Service Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes.

ARTICLE 18: CONSTRUCTION

18.1 These Bylaws shall be construed in accordance with the laws of the State of Florida.

The above and foregoing Bylaws were first adopted by the Members of the Chapter on the 19th day of May, 2018, amended by Members of the Chapter on the 18th day of May, 2019, the 9th day of March, 2022, ~~and~~ the 12th day of April, 2023, and the 13th day of April, 2024.