

BYLAWS OF THE TAMPA AUDUBON SOCIETY

Revised 2021

ARTICLE I – DEFINITION OF THE TAMPA AUDUBON SOCIETY

- Section 1: The purposes and objectives of the Tampa Audubon Society (TAS) are as follows:
- a) MISSION STATEMENT OF TAS: To conserve and restore our ecosystems, focusing on birds, wildlife, and their habitats, through education, advocacy, and community involvement.
 - b) TAS serves the greater Tampa Bay area and its suburbs.
 - c) TAS will include all people in our above-stated mission regardless of race, color, religion, sex, age, sexual orientation, gender identity and expression, disability, national or ethnic origin, political views, or veteran status.
- Section 2: TAS is an affiliated chapter of the National Audubon Society (NAS) and Audubon Florida. The President or any member designated by the President may represent TAS at meetings of Audubon Florida or NAS.

ARTICLE II - MEMBERSHIP

- Section 1. Any person interested in the purposes and objectives of TAS may apply for membership.
- Section 2.** A person who submits an application and pays dues becomes a member of TAS, Audubon Florida, and NAS.
- Section 3. The membership dues are established by NAS, Audubon Florida, and by TAS.
- Section 4. Membership dues shall be payable at the time of application for membership in TAS and yearly thereafter.
- Section 5. All members of TAS shall enjoy all the rights and privileges accorded to the members of TAS, NAS, and Audubon Florida.
- Section 6. Each member may cast one vote on any motion that may properly be brought before the members, including the election of Officers and Directors.

ARTICLE III - MEETINGS

- Section 1. Regular meetings of the general membership shall be held at such places, dates and times as shall be determined by the TAS Board of Directors. Such meeting places, dates and times shall be set, to the greatest extent possible, to afford the most opportunity for the general membership to be present. There shall be no fewer than six general meetings per calendar year.
- Section 2. Meetings may be held in person, by video conference, or by other electronic means which are approved by the Board.
- Section 3. The annual meeting of members shall be held at the regularly scheduled April or May general membership meeting of each year.
- Section 4. Notice of meetings at which TAS business is to be transacted shall be provided by the newsletter, on the website, by email, or by U.S. mail. All notices shall be given to members at least two weeks in advance of any meeting, unless an emergency meeting shall be convened by the President.
- Section 5. A minimum of ten (10) voting members present shall constitute a quorum at any meeting of members at which TAS business is to be conducted.
- Section 6. Special meetings of members may be called by the President, or by the Board, or by petition of not less than one hundred-fifty (150) members.
- Section 7. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

ARTICLE IV - BOARD OF DIRECTORS

- Section 1. The control and conduct of the business of TAS shall be vested in its Board of Directors. The Board shall include not less than six (6) elected Directors and, ex-officio with full voting rights, the elected Officers of TAS, the Chairpersons of the Standing Committees, the immediate Past President.
- Section 2. The Directors shall be elected for the term of two years during the annual meeting of members, when one-half of the Directors will be voted on, so that the terms are staggered.
- Section 3. If by reason of resignation or death, or for any other reason, vacancies

exist, the Board may proceed to elect a Director or Directors to fill such vacancies. The Director or Directors so elected shall serve until the next annual meeting of members, at which time the members present shall vote on the new Director(s) so appointed.

- Section 4. There shall be at least five regular meetings of the Board of Directors in one calendar year, not more than one regular meeting in any one month. The dates for the regular meetings shall be determined by the Board at its first regular meeting following the annual meeting of members.
- Section 5. Special meetings of the Board of Directors shall be called by the President or by the Secretary upon request of the majority of the Board. Notice of a special meeting may be given in person or by telephone or email, not less than three (3) days nor more than ten (10) days prior to the date of the meeting or, if by mail not less than ten (10 days) nor more than twenty (20) days prior to the date of the meeting.
- Section 6. A majority of the total of serving Directors and Officers shall constitute a quorum at any meeting of the Board.
- Section 7. If any Officer or Director or Chairperson of a Standing Committee has two unexcused absences or four excused absences from a Board Meeting during any fiscal year, they may be removed from the Board of Directors and a replacement may be appointed by the President and the Board.
- Section 8: At any Board meeting, should it be pointed out that any Officer or Director has a potential conflict of interest in any business before the Board, and if said Officer or Director fails to remove themselves from voting on that matter, upon motion duly made and seconded, the Board members present shall decide whether to bar that Officer or Director from voting on that issue. A simple majority vote shall be sufficient to decide the question. Board members should recuse themselves from voting if they recognize a potential conflict of interest.
- Section 9: Action Without a Formal Meeting. Any action to be taken at a meeting of the Board of Directors may be taken without a meeting if all Board Members are notified in writing by the President of any proposed action, and if consent in writing, setting forth the specific action approved, is sent by a majority of the Directors, to the President. Such consent shall have the same force and effect as a majority vote of the Board. The term “writing” and “sent” above, shall mean written and delivered or sent, in person, by U.S. mail, e-mail or other electronic means. The votes shall be recorded, and shall be discussed and the results included in the minutes of the next Board meeting.

ARTICLE V - OFFICERS

- Section 1. The Officers of TAS shall be a President, a Vice President, a Secretary, and a Treasurer.
- Section 2. The President and all other Officers shall hold office for a two-year term, or for additional two-year terms if they are re-elected, or until their successors are elected.
- Section 3. The Officers shall be elected for their respective terms by a majority of the voting members of TAS present at the annual meeting.
- Section 4. If by reason of resignation or death, or for any other reason, an office shall become vacant, the Board may proceed to elect, by majority vote, such Officer to fill the vacancy, and the Officer so elected may serve until the next annual meeting of members.
- Section 5. The President shall direct and administer the affairs of TAS as its executive head and shall supervise all phases of its activities, subject to instructions by the Board. The President shall also be an ex-officio member of all committees; and shall preside at all meetings of members and of the Board.
- Section 6. The Vice President shall, in the absence of the President, preside at meetings of TAS. If the President is incapacitated or otherwise unable to perform the duties and responsibilities of the President, the Vice President shall assume all of the duties and responsibilities of the President until such time as the President is able to resume their duties.
- Section 7. The Secretary shall keep a record of all proceedings of TAS and of the Board of Directors. The Secretary shall send notice of all meetings. The Secretary shall preserve all correspondence of TAS.
- Section 8. The Treasurer shall have custody of TAS funds; disburse such funds as may be ordered by the Board; report to the Board at its regular meetings or as requested; prepare a monthly cumulative report on the financial condition of TAS; prepare a budget for the coming year; and coordinate an annual audit to be conducted by such person other than the Treasurer, as determined by the Board.
- Section 9. All checks and drafts of TAS may be signed by the Treasurer, the President, or the Vice President.

ARTICLE VI - NOMINATING COMMITTEE

- Section 1: The Board of Directors shall annually appoint, not later than three (3) months prior to the next annual meeting of members, a Nominating Committee. The names of the members of the Nominating Committee shall be made known to the members through the TAS newsletter and 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 TAS.
- Section 2: The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms expire at the next annual meeting.

ARTICLE VII - OTHER COMMITTEES

- Section 1: The President, with the approval of the Board of Directors, shall appoint Chairpersons of Standing Committees, who in turn, may select their own committee members with recommendations and suggestions from the Board. Terms of office shall be one (1) year, or until their successors are appointed. There may be as many Standing Committees as may be needed to accomplish the business of TAS.
- 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: The Standing Committees may be as follows, and may include such other committees as may be formed by the Board of Directors to carry out the functions of TAS:

A. Membership Committee

The Membership Committee shall maintain close contact with the Membership Department of NAS. It shall keep TAS membership records and shall conduct membership campaigns to enroll new members. It shall endeavor to renew those members who have become delinquent in the payment of their dues.

B. Program Committee

The Program Committee shall make all plans and arrangements for the regular meetings, except for matters relating to TAS 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 an appreciation of conservation, ecology and

natural history.

C. Conservation Committee

The Conservation Committee shall stay abreast of such ongoing or pending local and regional events, legislation, policy changes or other activities that may affect the habitat, lives, or status of birds or their food supply, safety or other activities. To the extent feasible, the Conservation Committee shall represent TAS in such local or state agencies and advisory committees at which TAS can have an influence, or gain awareness of upcoming policy or legislative changes. It shall inform the TAS Board of such actions, and if necessary request Board approval. It may maintain a list of TAS members who are interested in conservation issues, keep them informed of any pending policy or legislative actions, and request their action when appropriate. It shall keep Audubon Florida and NAS informed of such actions, and of issues that need wider attention, and will support the issues of Audubon Florida and NAS as appropriate.

D. Field Trip Committee

The Field Trip Committee shall plan, organize and arrange for the proper conduct of field trips that may be participated in by members of TAS and others interested in the purposes and aims of TAS.

E. Publications Committee

The Publications Committee shall publish, at least six (6) times a year, a bulletin or newsletter for the members of TAS and shall prepare any other publications helpful to TAS's program, and in the absence of a publicity committee, the publications committee shall be responsible for publicity pertaining to activities of TAS. The Newsletter may, at the direction of the Board, be published electronically.

F. Historian Committee

The Historian Committee shall be responsible for maintaining records of the activities of TAS. It shall attempt to facilitate the digitization, online archiving of, and online access to the historical records of TAS.

G. Hospitality Committee

The Hospitality Committee shall welcome members at the general meetings, field trip activities, and organize refreshments and covered dish dinners.

H. Education Committee

The Education Committee shall maintain close contact with the Educational Services Division of NAS and Audubon Florida. It shall encourage schools and colleges within TAS's territory to conduct classes in, or otherwise stress, natural history, ecology and conservation. The Committee shall conduct, or cause to be conducted, presentations in natural science for members and others, and shall cooperate in furthering the educational objectives and programs of NAS and Audubon Florida. It shall, through other means, inform and educate the public about the natural environment.

I. Finance Committee

The Finance Committee shall assist the Treasurer with the annual budget of TAS, shall make recommendations, and carry out plans for obtaining financial support for TAS.

Section 4: In the event that the Board of Directors determines a Standing Committee is not functional, that Standing Committee may be put on an inactive status until such time as the Board of Directors shall reactivate it. Placing a Standing Committee in an inactive status or reactivating a committee requires a majority vote of the Board of Directors.

ARTICLE VIII - TAS COMMITMENTS

TAS shall not enter into any commitments or causes binding upon NAS without the written authorization of NAS, nor shall NAS or Audubon Florida, without the written authorization of TAS, enter into any commitments binding upon TAS.

ARTICLE IX - DISCONTINUANCE

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

ARTICLE X - AMENDMENTS

The Bylaws may be amended by approval by a two-thirds (2/3) majority of the TAS Board of Directors, after publication to the General Membership of a Notice of Change to Bylaws, no less than 30 days following the Notice. The Notice shall be provided to members on the website, by newsletter, by email, or by U.S. mail, in order to give the members an opportunity to provide comments to the proposed amendments.

ARTICLE XI - PARLIAMENTARY AUTHORITY

In procedural matters not covered by these Bylaws, Robert's Rules of Ordershall govern.

ARTICLE XII- CONSTRUCTION

The Corporate Charter and Bylaws shall be construed under the laws of the State of Florida.

ARTICLE XIII - ADOPTION OF AMENDMENTS TO BYLAWS

These Bylaws of TAS, revised as of the date stated below, are hereby adopted by a two-thirds (2/3) majority of the TAS Board of Directors, not less than 30 days after publication to the General Membership of the Notice of Change to Bylaws.

Dated: ^{Dec 17, 2021}_____, 2021

Ann Paul

Ann Paul (Dec 17, 2021 19:42 EST)

Ann Paul, President

Sandy Townsend

Sandy Townsend (Dec 19, 2021 14:09 EST)

Sandy Townsend, Secretary

**THE UNDERSIGNED BOARD MEMBERS HEREBY SUBMIT THESE PROPOSED
AMENDMENTS TO THE TAMPA AUDUBON SOCIETY BYLAWS:**

Ann Paul

Ann Paul (Nov 11, 2021 10:35 EST)

Ann Paul, President

Nov 11, 2021

Date

Michelle Hoffman Wrobel

Michelle Hoffman Wrobel (Nov 13, 2021 19:50 EST)

Michelle Hoffman Wrobel, Treasurer

Nov 13, 2021

Date

Jim Hengelbrok

Jim Hengelbrok, Bylaws Committee

November 9, 2021

Date