

Bylaws of the Audubon Foundation of Texas, Inc.

ARTICLE I - MEMBERSHIP

Section 1.

Membership shall be open to all certified Texas Audubon Chapters of the National Audubon Society.

Section 2.

Should any chapter lose its certified chapter status, its membership in this Foundation shall be forthwith terminated.

ARTICLE II - FOUNDATION

Section 1.

The Audubon Foundation of Texas, Inc. shall consist of the following voting members:

- a) two delegates from each certified Audubon chapter in Texas;
- b) up to six at-large delegates from among the National Audubon Society membership in Texas, at least two of whom shall be members not assigned to Audubon chapters;
- c) the immediate past president of the Foundation;
- d) the regionally nominated National Audubon Society Board Member; and
- e) any other National Audubon Society board members who reside in Texas.

The Executive Director of the Texas Audubon Society shall be an ex officio, non-voting member of the Foundation.

Section 2.

The chapter delegates shall be designated by the membership or directors of each Texas Audubon chapter, and the president of each chapter shall certify the names of its two delegates to the Foundation no later than March 1 of each year.

Section 3.

At-large delegates shall be elected by the certified chapters.

Section 4.

All delegates must be members in good standing of the National Audubon Society.

Section 5.

The term of all delegates shall be June 1 through May 31 of each year and they will serve until their successors are designated. Should a vacancy occur in a chapter delegate position, the vacancy shall be filled by procedures set forth in Section 2 of this Article. Should a vacancy occur in an at-large delegate position, the position shall remain vacant until the next Annual Meeting.

Section 6.

Except as otherwise required by law or required by these Bylaws, the delegates shall have control and management of the Foundation's activities, determine all policies and generally supervise the affairs of the Foundation.

### ARTICLE III - OFFICERS

Section 1.

The officers of the Foundation shall be a President, Vice-president, Secretary and Treasurer and shall serve as the Executive Committee.

Section 2.

The officers shall be elected from among the chapter and at-large delegates by a majority vote at each Annual Meeting of the Foundation.

Section 3.

All officers shall serve for a term of one year or until their successors are elected and qualified and shall have the right to vote.

Section 4.

Neither the President nor the Vice-president shall be eligible to serve more than two consecutive terms.

Section 5.

In the event a vacancy occurs in the office of President, the Vice-president shall succeed to the office and the office of Vice-president shall be declared vacant, such vacancy to be filled by the Foundation from among the delegates. In the event of any other office becoming vacant for any reason, the vacancy shall be filled by the Foundation. Until such time as the Foundation can act on a vacancy, the President shall fill such vacancy.

Section 6.

When an officer fills a vacancy, his or her partial term shall be disregarded with respect to qualification for re-election for a full term.

Section 7.

The duties of the officers shall be such as are usually performed by such officers, and such duties as may be assigned to them from time to time by the Foundation.

Section 8.

No later than November 30 of each year, the President shall appoint a nominating committee, consisting of at least three people, which may include past and present officers with the exception of the current president. Its purposes shall be to nominate candidates for:

- a) the at-large delegates to the Foundation, and
- b) officers to succeed those whose terms of office are to expire.

The slate of candidates for at-large delegates shall be mailed to the certified chapters in Texas no later than April 15. The deadline for return of ballots shall be



at least one week prior to the Annual Meeting. Chapters may write in nominees for officers. The slate of candidates for officers shall be presented to the Foundation at the Annual Meeting. Inclusion of a broad representation of chapters and Audubon members not affiliated with chapters shall be an important consideration in developing these slates of candidates.

## ARTICLE IV - MEETINGS

### Section 1.

The Annual Meeting of the Foundation shall be held each year in June. At this meeting the President shall present a report of all activities of the Foundation for the preceding year and the Treasurer shall submit a report of the financial condition of the Foundation.

### Section 2.

In addition to the Annual Meeting, there shall be three other regular meetings of the Foundation held each year at such time and place as may be determined by coordination of the Foundation with the host chapter. Additional regular meetings may be held as deemed necessary by the Foundation. Thirty days notice of such meetings shall be given to each member of the Foundation by written or electronic means. Such notice shall include the proposed agenda.

### Section 3.

Special meetings of the Foundation may be held upon the petition of eight members of the Foundation to the President. Thirty days notice of special meetings, stating the objects thereof, shall be given to each member of the Foundation by written or electronic means.

### Section 4.

One-third of the named chapter and at-large delegates to the Foundation shall constitute a quorum at any meeting of the Foundation. The Past President of the Foundation (if not a current chapter or at-large delegate), any National Audubon Society Board members sitting on the Foundation, and the Executive Director of the Texas Audubon Society shall not be counted when counting a quorum.

### Section 5.

At any meeting of the Foundation, voting shall be limited to voting members present at the meeting. No member may vote by proxy.

## ARTICLE V - FINANCES

### Section 1.

The funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Foundation shall designate.

### Section 2.

The funds of the Foundation shall be invested in such a manner as to maximize income with minimal risk.

**Section 3.**

Disbursements of funds of the Foundation shall be by check issued by the Treasurer in the manner determined by the Foundation. Vouchers, receipts, statements, or other evidence of purchase or obligation shall be a necessary condition of the issuing and signing of any check.

**Section 4.**

The books and records of the financial officers of the Foundation shall be audited annually by an auditing committee or competent accounting firm as determined by the Foundation. The treasurer shall be bonded.

**Section 5.**

The fiscal year of the Foundation shall be June 1 through May 31.

## **ARTICLE VI - COMMITTEES**

**Section 1.**

The standing committees of the Foundation shall be the Chapter Liaison Committee, the Conservation Committee, the Education Committee, the Finance Committee, and the Science Committee. Duties of these committees shall be as follows. Additional duties may be assigned by the Foundation.

- a) The Chapter Liaison Committee shall develop and carry out programs to increase the effectiveness of National Audubon Society chapters in Texas. It shall help interested Audubon members not affiliated with chapters to form new chapters. It shall disseminate information useful for efficient and effective chapter operation. It shall be responsible for ensuring that meetings of the Foundation include opportunities for leadership training and skills development that will benefit Texas Audubon members and enhance their participation in Audubon programs at both the state and chapter levels.
- b) The Conservation Committee shall keep informed on public-policy issues affecting birds, other wildlife and their habitats in the State of Texas. It shall draft and recommend the Foundation's conservation policy and shall carry out such policy as approved by the Foundation. It shall assist the Texas Audubon Society in implementing conservation programs and campaigns.
- c) The Education Committee shall work with Audubon chapters in Texas and with the Texas Audubon Society to carry out the educational purposes set forth in the Foundation's Constitution. It shall solicit information from chapters, sanctuaries and Audubon Centers regarding their educational support needs and shall coordinate with the Texas Audubon Society in developing programs to meet those needs. It shall gather and disseminate information on successful educational programs so developed.
- d) The Finance Committee shall identify, develop and carry out programs for obtaining financial support for the Foundation so that it may carry out its charitable purposes. It shall develop and maintain a suitable investment portfolio for the Foundation pursuant to Article V, Section 2 above. The Treasurer shall be a member of this committee.



- e) The Science Committee shall coordinate with the Texas Audubon Society in carrying out Audubon's scientific-research and land-management programs in Texas. It shall work with chapters, sanctuaries and Audubon Centers to promote citizen-science projects. It shall help foster programs that encourage and provide positive incentives for preservation of native biodiversity on private and public lands.

Section 2.

The President shall appoint the chairs of all standing committees and all special committees, with the approval of the Foundation. Committee chairs shall complete their committees with the President's assistance.

Section 3.

The chair and at least two members of each committee shall be Foundation delegates. Additional committee members need not be limited to the delegates to the Foundation, but may be selected from the National Audubon Society membership in Texas.

Section 4.

Duties of special committees shall be as defined by the President.

## ARTICLE VII - MISCELLANEOUS

Section 1.

The primary role of the Foundation shall be the furtherance of the purposes set out in its Constitution and the Foundation shall make no attempt to control or manage the activities of its member organizations or the National Audubon Society.

Section 2.

Any organization becoming a member of this Foundation shall be deemed to have accepted these Bylaws and shall be bound by them as if they had been a member at the time of their adoption.

Section 3.

Robert's Rules of Order, Newly Revised, shall govern all deliberations of this Foundation except as otherwise provided in these Bylaws.

Section 4.

The Foundation may, at its discretion, require that any officer of the Foundation, who shall have in his possession, or subject to his control, any funds or property of the Foundation, shall furnish a surety bond in an amount as set by the Foundation, and the premium for such bond shall be paid from the funds of the Foundation.

## ARTICLE VIII - NONPROFIT ORGANIZATION

Section 1.

This Foundation is formed and shall be operated as a nonprofit organization for the purposes designated in the Foundation's Articles of Incorporation. All income received shall be applied only to these nonprofit purposes and no part of the income shall go to the benefit of any officer, delegate, or other private individual. The

Foundation may make payments and distributions to its member organizations only in furtherance of its nonprofit purposes. In the event of dissolution of the Foundation, all remaining assets of the Foundation shall be distributed in accordance with Section 5 of the Constitution of the Audubon Foundation of Texas, Inc.

#### ARTICLE IX - COMMITMENTS

##### Section 1.

Neither the Foundation nor any officer is empowered to enter into any commitments binding on the National Audubon Society without authorization from the latter.

##### Section 2.

Neither the Foundation nor any officer is empowered to enter into any commitments binding on member chapters of the Foundation without written consent of the member chapter.

#### ARTICLE X - AMENDMENTS

##### Section 1.

Any amendments to these Bylaws may be adopted by a two-thirds vote of the delegates of the Foundation present at any meeting, provided a complete text of the proposed amendments and date of such meeting shall have been given the members of the Foundation and the organization which they represent at least sixty days prior thereto.

ADOPTED MAY 6, 1989  
AMENDED OCTOBER 25, 1997