

NORTHERN NECK OF VIRGINIA CHAPTER OF THE NATIONAL AUDUBON SOCIETY, INC.

CONSTITUTION

ARTICLE I

NAME

This organization shall be known as the Northern Neck of Virginia Chapter of the National Audubon Society, Inc. (hereinafter called THE CHAPTER). It is registered as a Virginia non-stock corporation.

ARTICLE II

PURPOSE

Section 1. The purpose of THE CHAPTER shall be to engage in educational, scientific, literary, historical and related charitable pursuits as are set forth in its Articles of Incorporation and as established by the National Audubon Society, Inc. (hereinafter called NATIONAL SOCIETY), of which THE CHAPTER is a member. Said purposes and objectives shall conform to the provisions of Section 501(c)(3) of the Internal Revenue Code.

Section 2. THE CHAPTER is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits, and net income of THE CHAPTER are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of THE CHAPTER shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private shareholder or individual. Upon the dissolution or upon abandonment, the assets of THE CHAPTER, remaining after payment of, or provision for, all debts and liabilities of THE CHAPTER shall be donated to such corporation or corporations, association or associations, fund or funds, or foundation or foundations, having similar purposes and objectives as THE CHAPTER, as the Board of Directors of THE CHAPTER 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 operated exclusively for one or more of the purposes presently set forth in Section 501(c)(3) of the Internal Revenue Code.

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BY-LAWS**

ARTICLE I

MEMBERSHIP

Section 1. Any person interested in the purposes and objectives of THE CHAPTER is eligible to apply for membership.

Section 2. The classes of membership of THE CHAPTER shall be national membership and local membership. Local residents who are members of the NATIONAL SOCIETY are automatically members of THE CHAPTER.

Section 3. The national membership dues shall be as established by the NATIONAL SOCIETY. Local membership dues shall be as established by THE CHAPTER Board of Directors.

Section 4. All members of THE CHAPTER shall enjoy all the rights and privileges accorded to the members of both this and the NATIONAL SOCIETY, except that local members may be excluded from certain publications and privileges that accrue to members of the NATIONAL SOCIETY.

Section 5. Each member shall have the right to cast one vote at the annual meeting and at any regular or special meeting of members on any motion that may properly be brought before such meeting, including the election of officers and directors.

Section 6. Membership dues shall be payable at the time of application and yearly thereafter. However, local-only membership dues are payable by the 30th of June of each year.

Section 7. Should renewal of membership dues not be paid within six months after due date, a member so in default shall be dropped from the rolls.

ARTICLE II

MEMBERSHIP MEETINGS

Section 1. Regular meetings of members shall be held on such days of such months as may be determined by vote of the Board of Directors, but such regular meetings shall be held not fewer than six times in any calendar year.

Section 2. The annual meeting of members shall be held at the regular meeting date in June each year as may be determined by vote of the Board of Directors. The fiscal year of THE CHAPTER shall end on May 31st.

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ARTICLE II MEMBERSHIP MEETINGS, continues

Section 3. Notice of the annual meeting shall be published in the local newspaper in accordance with Section 13.1-842 of the Code of Virginia, as amended. [“at least once a week for two successive calendar weeks in a newspaper in the city/county in which the registered office is located, or having a general circulation therein; the first publication to be not more than 60 days and the second not less than 7 days before the date of the meeting.”] Notice may additionally be given in the newsletter, on the website, and in other local media, and NNAS communications.

Section 4. The presence of fifteen members in good standing, including at least four Officers or members of the Board of Directors entitled to vote in person or by proxy, shall constitute a quorum for the transaction of business at any duly called regular or special meeting.

Section 5. Members may vote at general meetings in person or by proxy; provided however, that each such proxy is executed in writing by the member, dated, and delivered to the Secretary at or prior to the meeting.

Section 6. Members may petition the Board for a special meeting. A letter, clearly stating the reason(s) and signed by 15 members, must be sent to the Secretary. The President then must call a special meeting, not more than 60 days hence. Notification of such a special meeting must be mailed to all members in good standing.

ARTICLE III

BOARD OF DIRECTORS

Section 1. The Board of Directors will manage the affairs of THE CHAPTER. The Board shall determine the policies of the corporation and be responsible for the management of its property. In addition, the Board shall appoint Directors to the Northern Neck Audubon Foundation, Inc. in accordance with its by-laws [one each year for a five year term] and, upon notification from the Foundation Board of a vacancy on said board, shall within 30 days of such notification, appoint a director to fill the vacancy.

Section 2. The Board of Directors shall be comprised of fourteen (14) voting members of THE CHAPTER elected by members of THE CHAPTER. They shall be the incumbent Officers, the immediate Past President, and nine (9) directors. Three (3) of the directors shall be elected each year for terms of three (3) years. When a director is elected an Officer, a vacancy shall be created, and said vacancy shall be filled as provided in Article IV, Section 2. Directors shall receive no compensation for their services as Directors.

Section 3. Any vacancy among the Directors shall be filled for the duration of the term by a majority vote of the remaining Board of Directors. Two (2) weeks notice of the election shall be given to the Directors by the Nominating Committee.

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ARTICLE III BOARD OF DIRECTORS, continues

Section 4. A member who has been elected for a three-year term may be elected for one additional three-year term. The term of all Board members, including Officers, shall conclude at the end of the appropriate annual meeting.

Section 5. Meetings of the Board may be held whenever called by the President; all officers and board members shall be notified in advance. Meetings may also be called by the Secretary at the request of a majority of the voting members of the Board. Notice of each such meeting shall be given to each Director, by e-mail, mail or telephone.

Section 6. Eight (8) voting members of the Board shall constitute a quorum at any meeting.

Section 7. If and when all of the voting Directors shall jointly consent in writing (including e-mail) to any action to be taken, such action shall be as valid as though it had been authorized at a meeting of the Board.

Section 8. Each director shall chair or co-chair standing committees, &/or special committees.

ARTICLE IV

OFFICERS

Section 1. The officers of THE CHAPTER shall be elected by the members of THE CHAPTER, and at the same time, they shall be elected Directors of THE CHAPTER. They shall be a President, Vice-President, Secretary, and Treasurer - a total of four (4). The term of each, as both an Officer and a Director, shall be one (1) year. No President or Vice-President may hold the same office for more than three (3) consecutive terms. All Officers shall serve without compensation other than for expenses approved by the Board.

Section 2. Any vacancy among the Officers shall be filled by a majority vote of the remaining voting members of the Board. The new Officer need not have been a member of the Board prior to his election. Two (2) weeks' notice of the election shall be given to the Directors by the Nominating Committee.

Section 3. The President shall:

- (1) be the chief executive officer of THE CHAPTER,
- (2) have general and active management of the affairs of THE CHAPTER,
- (3) see that all orders and resolutions of the Board of Directors are carried into effect,

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ARTICLE IV OFFICERS, continues

Section 3. The President shall: [continues]

- (4) preside over meetings of the Board,
- (5) be a member of all committees, but without voting rights,
- (6) maintain custody of one (1) of the safe-deposit box keys, and
- (7) submit annual report as required by Audubon.

Section 4. The Vice-President shall:

- (1) assist the President in the performance of his/her duties,
- (2) serve as Acting President during the absence or disability of the President,
- (3) be the chair of the Property Management Committee, (unofficial c/o Insurance), and
- (4) will maintain custody of one (1) of the safe-deposit box keys.

Section 5. The Secretary shall...

- (1) keep a record of all proceedings of the meetings of THE CHAPTER and of the Board of Directors,
- (2) safely keep the seal of the corporation and have authority to affix it to all instruments as required by law, and
- (3) shall prepare all correspondence directed by the President or the Board.

Section 6. The Treasurer shall...

- (1) have custody of the funds and securities of THE CHAPTER,
- (2) keep in books belonging to THE CHAPTER full and accurate accounts of all receipts and disbursements,
- (3) direct the deposit or directly deposit all funds in such depositories as may be approved by the Board,
- (4) disburse the funds of THE CHAPTER as may be ordered by the Board,
- (5) render to the President and the Board, as requested, a report of all his transactions as Treasurer and of the financial condition of THE CHAPTER,
- (6) if required by resolution of the Board, and at the expense of THE CHAPTER, deliver to the President a bond, in such form and amount and with such surety as the Board may approve, conditioned upon the faithful performance of his/her duties,
- (7) prepare an annual report on the financial condition of THE CHAPTER for distribution to the members at each annual meeting, a copy of which shall be forwarded to the NATIONAL AUDUBON SOCIETY.
- (8) prepare yearly budget for board approval.

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ARTICLE IV OFFICERS, continues

Section 7. All checks and drafts of THE CHAPTER may be signed by the Treasurer, the President, or Vice-President. Two signatures shall be required on checks of \$1,000 or more.

Section 8. Any Officer may be removed pursuant to a resolution adopted by a majority vote at any regular meeting, or at any duly called special meeting of the members, whenever in their judgment the best interest of THE CHAPTER will be served thereby.

ARTICLE V

ELECTIONS

Section 1. The election of Officers and Directors of THE CHAPTER shall take place at the annual meeting of THE CHAPTER in June.

Section 2. Officers and Directors presented by the Nominating Committee shall be elected by a voice vote of the members present at the annual meeting, or by motion of the members instructing the Secretary to cast a unanimous ballot in favor of the recommendations presented by the Nominating Committee. If there be more than one candidate for any office, the election to such office shall be by ballot and the election shall be decided by majority vote.

ARTICLE VI

COMMITTEES

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Section 1. The President, with the approval of the Board of Directors, shall appoint the chairman of each Standing Committee who, in turn, may select his own committee members with recommendations and suggestions from the board. The term of office shall be for one (1) year or until his successor is appointed, but no chairman shall serve more than three (3) consecutive years for the same committee. Each Standing Committee shall be comprised of up to three (3) members.

Section 2. The President, with the approval of the Board of Directors, may appoint Special or Task Force Committees whose terms of office and number of members will be determined by the assignment to be done.

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ARTICLE VI, COMMITTEES continues

Section 3. **Standing Committees** of THE CHAPTER shall be as follows, together with such additional committees as may be designated by the Board from time to time:

Membership Committee

The Membership Committee shall maintain close contact with the Membership Department of the NATIONAL SOCIETY. It shall keep THE CHAPTER'S membership records and shall conduct membership campaigns to enroll new members. It shall endeavor to retain those members who have become delinquent in the payment of their dues.

Nominating Committee

The Board of Directors shall appoint a Nominating Committee to consist of no fewer than three (3) members, being chaired by the immediate past president. The names of the members of the Nominating Committee shall be made known to the membership of THE CHAPTER and suggestions for nominations for Officers and Directors may be submitted in writing to the Committee by any member of THE CHAPTER not later than April 25th of each year.

The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms of office expire at the time of the forthcoming annual meeting. Its report shall be presented to the membership, with a copy to the Secretary, at the regular meeting of members held one month prior to the annual meeting of THE CHAPTER.

Nothing herein contained shall prevent nominations of Officers and Directors by the members; provided, however, that the names of such shall have been submitted to the Secretary in writing over the signatures of no fewer than ten (10) members in good standing; and provided further, that such submissions shall have been received by the Secretary not less than ten (10) days prior to the date of the annual meeting.

The committee shall also nominate candidates for any vacancy that may occur and give due notice to the Board.

Program Committee

The Program Committee shall make all plans and arrangements for the regular meetings, except for matters relating to CHAPTER business that may be transacted at such meetings. The Committee shall make arrangements for lectures, discussions, and such other events that may promote interest in and appreciation of conservation, ecology, and natural resources; the Program Committee shall coordinate the provision of refreshments at regular meetings, and ensure the set up and restoration of the meeting room.

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ARTICLE VI, COMMITTEES continues

Section 3. Standing Committees:

Communications Committee

The Communications Committee shall publicize, through any media printed or electronic, as deemed appropriate by the Committee, the purposes, aims, achievements and programs of THE CHAPTER.

In addition, the Communications Committee shall periodically produce a newsletter of THE CHAPTER and shall prepare any other publications helpful to THE CHAPTER'S programs. It shall also administer a CHAPTER website.

Citizen Science and Conservation Committee

The Citizen Science and Conservation Committee shall plan and implement a program of citizen science activities for NNAS, including field trips and nature walks, formal surveys and other wildlife counts. The Committee shall ensure that data from citizen science activities are captured and that results from surveys are analyzed and published. The Committee shall plan and implement a program of conservation activities for NNAS for the purpose of improving wildlife habitat and conserving key wildlife species. The Committee shall assist the chapter in developing partnerships with other conservation organizations that are active in the Northern Neck and adjacent areas. The Committee shall remain knowledgeable of current National Audubon Society programs and positions related to Citizen Science and Conservation impacting the Northern Neck and adjacent areas and help the chapter communicate these programs and issues to the NNAS membership and our communities.

Outreach Committee

The Outreach Committee shall reinforce the presence of THE CHAPTER in the local community. This may be done by providing information booths at local fairs, Farmer's Markets, festivals and similar gatherings. Use of social media may be coordinated with the Communications Committee.

Property Management Committee

The Property Management Committee shall be responsible for overseeing property owned by THE CHAPTER. This committee will be responsible for maintaining Hickory Hollow Natural Area Preserve (HHNAP) as a public showcase for wildlife preservation and conservation ethics. The committee will provide day-to-day management of HHNAP and maintenance of HHNAP facilities. The committee will also plan and present any proposed new facilities to THE CHAPTER Board for approval. The committee chair shall be THE CHAPTER liaison with The Chesapeake Bay Steward of the Virginia Department of Conservation and recreation for matters relating to HHNAP.

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ARTICLE VI, COMMITTEES continues

Section 3. Standing Committees:

Property Management Committee, continues

The Property Management Committee shall consider holding easements on land within the Northern Neck and support the Conservation Easement program. It will work with the Nature Conservancy, Northern Neck Land Conservancy and similar organizations or agencies, in their efforts to obtain easements in the Northern Neck. The committee will prepare all the necessary documents until the easement has been recorded on the appropriate deed. Finally, the committee will ensure that the land on which these easements are owned by THE CHAPTER are inspected and the required reports filed, at least once a year.

Advocacy Committee

The Advocacy Committee shall keep informed on local, county, state and national governmental policies and actions affecting the natural environment and conservation of natural resources. It shall draft and recommend conservation policy to the NNAS Board of Directors, when feasible. It shall carry out the conservation policy as authorized by the Board and may coordinate the actions of the NNAS with the policy and activities of the National Audubon Society insofar as conservation measures and policies of national scope are concerned. The Committee shall remain knowledgeable of current National Audubon Society advocacy programs and positions impacting the Northern Neck and adjacent areas and help the chapter communicate these programs and issues to the NNAS membership and our communities.

ARTICLE VII

COMMITMENTS

THE CHAPTER shall not enter into any commitments binding upon the NATIONAL SOCIETY without authorization by the NATIONAL SOCIETY, nor shall the NATIONAL SOCIETY, without written authorization by this CHAPTER, enter into any commitments binding upon this CHAPTER.

ARTICLE VIII

DISCONTINUANCE

This CHAPTER may terminate its status as a Chapter of the NATIONAL SOCIETY upon six (6) months' notice in writing to the NATIONAL SOCIETY, and the NATIONAL SOCIETY may terminate the status of this CHAPTER as a Chapter of the NATIONAL SOCIETY upon six (6) months' notice, in writing, to this CHAPTER. In the event of such notice of termination by either this CHAPTER or the NATIONAL SOCIETY, the allocation of dues by the NATIONAL SOCIETY to this CHAPTER shall cease on expiration of the six (6) month's period.

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ARTICLE IX

AMENDMENTS

Amendments to the by-laws shall be approved by an affirmative vote of two-thirds of all of the voting members of the Board of Directors. The proposed amendments and the notice of the meeting of the Board of Directors at which action is to be taken shall be given to each Director no fewer than fifteen (15) days before the date of the meeting. The vote of any Director who will not be present at the meeting may be cast in writing before the meeting.

**\Original by-laws adopted April 28, 1977
Revised by-laws adopted May 8, 2018**

Revised by-laws adopted November 3, 2003