

BYLAWS OF
LAUGHING WHITEFISH AUDUBON SOCIETY
(Founded September 1, 1992)

ARTICLE I
NAME

NAME. The name of this organization is Laughing Whitefish Audubon Society.

ARTICLE II
PURPOSE

PURPOSE. The purpose of this club shall be to:

- a. Achieve through education, public recognition of the value and need for protecting and preserving wildlife, plants, soil, water and other natural resources as well as an understanding of their interdependence;
- b. Promote an interest in our native birds and their habitat because of their great economic, cultural and recreational value; and
- c. Aid the Michigan Audubon Society in its study, conservation and research efforts.

ARTICLE III
CHAPTER STATUS

BYLAWS. This society, a Chapter of the Michigan Audubon Society (MAS), is subject to the bylaws of the Michigan Audubon Society and will meet such requirements as may be promulgated from time to time by the Board of Directors of the Michigan Audubon Society.

BINDING COMMITMENTS. This Chapter, or its officers or Executive Committee, shall not enter into commitments binding on MAS without the written authorization of the latter. In like manner, MAS shall make no commitments binding on this Chapter without its written consent.

TERMINATION. This Society reserves the right to terminate its Chapter status on six (6) months' notice in writing to MAS. This Society recognizes the right of MAS to terminate its Chapter relation on a six (6) months' notice.

CHARITABLE PURPOSES. This Society 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 this Society are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of this Society shall ever inure to the benefit of any private shareholder or individual. Upon dissolution or upon abandonment, the assets of this Society remaining after the payment of or provision for all debts and liabilities of this Society, shall be donated to the Michigan Audubon Society, Inc., or its successor or, if unwilling or unable to accept said donation, to such corporation or corporations, association or association, fund or funds or foundation or foundations having similar objectives and purposes as this Society 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 organized and operated exclusively for charitable purposes as presently set forth in Section 501(c)(3) of the Internal Revenue Code.

ACTIVITIES. No substantial part of this Society's activities shall consist of attempting to influence legislation, nor shall this Society participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV MEMBERSHIP

Updated by an amendment approved by the membership on November 10, 2010. Changes are included.

ELIGIBILITY. Membership shall be open to any person interested in the purposes of this Society.

TERM. The initial membership period ends August 31, 1993. Thereafter membership shall extend for one year after the date on which dues are paid. Dues for multiple years may be made in one payment.

DUES. The Steering Committee shall establish the initial membership dues. Thereafter annual membership dues shall be established from time to time by the Board. Dues may be increased with a majority vote of the members present at the general membership meeting. Notice of the proposed change in dues must be announced one month prior to the vote.

VOTING ELIGIBILITY. Only members with current dues paid may vote on any matters brought to the membership for action.

ARTICLE V
MEETINGS

- ANNUAL MEETING. The November meeting shall be known as the Annual Meeting, at which time elections shall be held to replace the vacating members of the Executive Committee.
- REGULAR MEETINGS. Regular meetings of the Society shall be held once a month during the months of January, February, March, September, October and November. The time and place of the regular meetings shall be decided by the Executive Committee.
- SPECIAL MEETINGS. Special meetings of the Society may be called by the Chairperson, or at the request of any three (3) of the Executive Committee whenever deemed necessary.
- CHANGE IN DATE OR TIME OF REGULAR MEETINGS. The meeting dates and time may be changed by vote of the membership at a previous meeting or by a majority vote of the members of the Executive Committee. If changed, the total membership shall be notified as soon as possible.
- NOTICE OF MEETINGS. Written notice of the time, place and purposes of a membership meeting shall be given not less than seven (7) days before the date of the meeting.
- ROTATION. Meetings may be rotated at various places as appropriate facilities are available.
- QUORUM. A quorum at any regular or special meeting of the membership shall consist of the members present. Except where otherwise prescribed in the Bylaws, the decisions shall be made by a majority vote.
- NEWSLETTER. A newsletter will be provided to members.

ARTICLE VI
EXECUTIVE COMMITTEE

Updated by amendments passed on 5/12/1999, 11/11/09, and 11/13/13. Updates are included in this text.

- GENERAL POWERS: The affairs of this Society shall be managed by an Executive committee comprised of the Chairperson, Vice-Chairperson, Secretary, Treasurer, the Chairperson of each standing committee in Article IX of these Bylaws (Field Trips and Programs committees), and at least one additional member. Therefore the Executive Committee shall be comprised of at least seven (7) members.
- TERMS. The term of the Executive Committee member shall be for one (1) year. All committee members' terms shall expire each year on November 30.
- RESIGNATION. Any Committee member may resign by providing written notice to another Committee Member.

- VACANCIES. Vacancies on the Committee shall be filled by majority vote of the Executive Committee at a special board meeting as soon as possible after the vacancy occurs.
- REMOVAL. Any officer or committee chairperson may be removed by the Executive Committee whenever, in the judgment of the Executive Committee, the best interests of the Society are not being served.
- DUTIES. The Executive Committee shall: have general supervision of the affairs of the Society; make recommendations to the Society for action on such items as budget, projects and proposed non-budget expenditures over \$25.00; fill the vacancy for the unexpired term in the event of a vacancy in any office; if the secretary or treasurer has failed to provide timely reports as necessary by the Committee, to name a replacement; prepare a budget in each fiscal year and submit it for consideration and action by the Society at the Annual Meeting; establish the purpose of all committees; direct the audit of the treasurer's records at least once annually; perform such other duties as may be prescribed by the membership and these Bylaws.
- QUORUM. A simple majority of the current number of members of the Executive Committee will constitute a quorum. Any action taken must be passed by a simple majority of those present.

ARTICLE VII OFFICERS

- OFFICERS. The officers of the Society shall be the Chairperson, Vice Chairperson, Secretary and Treasurer.
- TERM. A term shall be one (1) year.
- DUTIES. Chairperson: The Chairperson shall preside at all meetings of the Society and Executive Committee; exercise general supervision over the interests and welfare of the Society; appoint all committee chairpersons, subject to the approval of the Executive Committee; be an ex-officio member of all meetings of the Society and Executive Committee; perform such other duties as are required by the Executive Committee, the general membership and these Bylaws.
- Vice-Chairperson: The Vice-Chairperson shall act in the absence of or during the incapacity of the Chairperson; perform other duties as may be assigned by the Chairperson or Executive Committee.

Secretary: The Secretary shall write and maintain the minutes of all meetings of the Society and Executive Committee; perform such other duties as may normally be a part of the office of Secretary or as assigned by the Chairperson or Executive Committee.

Treasurer: The Treasurer shall receive account for and deposit in a savings institution all funds of the Society, as directed by the Executive Committee; make authorized disbursements by the issuance of checks; keep an accurate record of the names and addresses of all Society members and dues paid; maintain appropriate financial records which shall be subject to inspection and audit as directed by the Executive Committee; prepare and submit financial statements or reports as may be required by laws or regulations and/or as requested by the Chairperson, the Executive Committee or the Society; perform such other duties as may be assigned by the Chairperson or Executive Committee.

ARTICLE VIII

ELECTION OF EXECUTIVE COMMITTEE MEMBERS AND OFFICERS

INITIAL ELECTION. The first slate of nominees for the Executive Committee shall be submitted by the Steering Committee. To accommodate the necessary rotation of Executive Committee members, the first elected members shall serve the following terms:

- a. Three (3) members shall serve until November 1993;
- b. Three (3) members shall serve until November, 1994;
- c. Three (3) members shall serve until November, 1995;

NOMINATING COMMITTEE. Ten (10) weeks prior to the Annual Meeting, the Chairperson, by and with the consent of the Executive Committee, shall appoint a Nominating Committee of at least three (3) members, not more than two (2) of whom may be members of the Executive Committee. The Nominating Committee shall nominate club members in good standing for general membership voting to fill vacancies on the Executive Committee. The Nominating Committee shall submit the names of persons nominated to the Secretary of the Society on or before six (6) weeks prior to the Annual Meeting.

NOMINATION FROM THE FLOOR. Nominations for election to the Executive Committee will be received from the floor by members in good standing prior to the election at the Annual Meeting.

NOTIFICATION TO MEMBERSHIP. Six (6) weeks prior to the Annual Meeting, the names of those nominated shall be sent to all members in good standing.

ELECTION. The election of the Executive Committee shall take place at the Annual Meeting, with the exception of the first election to be held in 1992.

OFFICER SELECTION. Society officers shall be elected by and from the Executive Committee annually. The elected Chairperson must have been a member of the Executive Committee for at least one (1) year, with the exception of the first elected Chairperson.

ARTICLE IX COMMITTEES

CLASSES. There shall be two (2) classes of committees: standing and special. The Chairperson shall be an ex-officio member of all committees except the Nominating Committee. The Chairperson shall appoint all committee chairpersons, subject to approval, by majority vote, of the Executive Committee.

STANDING COMMITTEES. These standing committees shall be appointed annually. Each chairperson shall determine the structure and organization of the committee of which he/she is chair. These Committees shall include, but not be limited to the following:

- a. Program Committee. The Program Committee shall provide programs for the general membership meetings consistent with the purpose and interests of the Society.
- b. Field Trip Committee. The field Trip Committee shall organize natural history outings. These outings may include, but are not limited to, bird watching field trips, plant identification field trips and other natural history outings of general interest.

SPECIAL COMMITTEES. The Chairperson may appoint special committees from time to time. These committees shall confine the scope of their work to the purpose for which they are appointed and shall report to the membership or Executive Committee as so directed. They will not have the power of action unless such is specifically granted by the Executive Committee.

ARTICLE X
MICHIGAN AUDUBON SOCIETY REPRESENTATIVE

REPRESENTATIVE. The Chairperson shall annually appoint a Representative and Alternate of this Society to the Michigan Audubon Society (MAS), subject to approval, by majority vote of the Executive Committee. The Chapter Representative shall represent this Society at meetings of the MAS and shall inform this Society of policies and activities of MAS. The Chapter Representative is a voting member of the Board of Directors of the MAS and must be a member of that Society. Should the Representative be unable to attend official meetings of the MAS Board of Directors, the designated Alternate shall attend as a voting member. Should both the Representative and the Alternate be present, only the Representative shall have the vote.

ARTICLE XI
AMMENDMENTS

These Bylaws may be adopted, amended, repealed, or replaced at any meeting of the Society by a two-thirds vote of those members present, provided a written verbatim notice of the proposed change is given to the Society members at least ten (10) days prior to such meeting.

I hereby certify that the foregoing Bylaws were adopted on the _____ day of January, 1993.

Secretary

Amendment to the bylaws of the Laughing Whitefish Audubon Society (new language is in italics):

AMENDMENT I
EXECUTIVE COMMITTEE
(Drafted March 1999. Replaces ARTICLE VI.)

- GENERAL POWERS. The affairs of this Society shall be managed by an Executive committee comprised of the Chairperson, Vice-Chairperson, Secretary, Treasurer, the Chairperson of each standing committee in Article IX of these Bylaws (*Field Trips and Programs committees*) and one additional member. *Therefore the Executive Committee shall be comprised of seven (7) members.*
- TERMS. The term of the Executive Committee member shall be for *one (1) year. All committee members' terms shall expire each November. Terms shall expire each year on November 30.*
- RESIGNATION. Any Committee member may resign by providing written notice to another Committee Member.
- VACANCIES. Vacancies on the Committee shall be filled by majority vote of the Executive Committee at a special board meeting as soon as possible after the vacancy occurs.
- REMOVAL. Any officer or committee chairperson may be removed by the Executive Committee whenever, in the judgment of the Executive Committee, the best interests of the Society are not being served.
- DUTIES. The Executive Committee shall: have general supervision of the affairs of the Society; make recommendations to the Society for action on such items as budget, projects and proposed non-budget expenditures over \$25.00; fill the vacancy for the unexpired term in the event of a vacancy in any office; if the secretary or treasurer has failed to provide timely reports as necessary by the Committee, to name a replacement; prepare a budget in each fiscal year and submit it for consideration and action by the Society at the Annual Meeting; establish the purpose of all committees; direct the audit of the treasurer's records at least once annually; perform such other duties as may be prescribed by the membership and these Bylaws.
- QUORUM. *Five (5) members* of the Executive Committee will constitute a quorum. Any action taken must be passed by a simple majority of those present.

Passed by vote of membership, May 12, 1999.

Amendment to the bylaws of the Laughing Whitefish Audubon Society (new language is in italics):

AMENDMENT II
EXECUTIVE COMMITTEE
(Drafted November 2009. Replaces ARTICLE VI.)

- GENERAL POWERS. The affairs of this Society shall be managed by an Executive committee comprised of the Chairperson, Vice-Chairperson, Secretary, Treasurer, the Chairperson of each standing committee in Article IX of these Bylaws (Field Trips and Programs committees) and from *one to three additional members*. Therefore the Executive Committee shall be comprised of *at least seven (7) members and no more than nine (9) members*.
- TERMS. The term of the Executive Committee member shall be for one (1) year. All committee members' terms shall expire each November. Terms shall expire each year on November 30.
- RESIGNATION. Any Committee member may resign by providing written notice to another Committee Member.
- VACANCIES. Vacancies on the Committee shall be filled by majority vote of the Executive Committee at a special board meeting as soon as possible after the vacancy occurs.
- REMOVAL. Any officer or committee chairperson may be removed by the Executive Committee whenever, in the judgment of the Executive Committee, the best interests of the Society are not being served.
- DUTIES. The Executive Committee shall: have general supervision of the affairs of the Society; make recommendations to the Society for action on such items as budget, projects and proposed non-budget expenditures over \$25.00; fill the vacancy for the unexpired term in the event of a vacancy in any office; if the secretary or treasurer has failed to provide timely reports as necessary by the Committee, to name a replacement; prepare a budget in each fiscal year and submit it for consideration and action by the Society at the Annual Meeting; establish the purpose of all committees; direct the audit of the treasurer's records at least once annually; perform such other duties as may be prescribed by the membership and these Bylaws.
- QUORUM. Five (5) members of the Executive Committee will constitute a quorum. Any action taken must be passed by a simple majority of those present.

Passed by vote of membership, November 11, 2009

AMENDMENT III
MEMBERSHIP

(Drafted September 2010. Replaces ARTICLE IV.)

ELIGIBILITY. Membership shall be open to any person interested in the purposes of this Society.

TERM. The initial membership period ends August 31, 1993. Thereafter membership *shall extend for one year after the date on which dues are paid. Dues for multiple years may be made in one payment.*

DUES. The Steering Committee shall establish the initial membership dues. Thereafter annual membership dues shall be established from time to time by the *Board*. Dues may be increased *with a majority vote of the members present at the general membership meeting. Notice of the proposed change in dues must be announced one month prior to the vote.*

VOTING ELIGIBILITY. Only members with current dues paid may vote on any matters brought to the membership for action.

Passed by vote of membership, November 10, 2010

AMENDMENT III
EXECUTIVE COMMITTEE
(Drafted November 2013. Replaces ARTICLE VI.)

- GENERAL POWERS. The affairs of this Society shall be managed by an Executive Committee comprised of the Chairperson, Vice-Chairperson, Secretary, Treasurer, the Chairperson of each standing committee in Article IX of these Bylaws (Field Trips and Programs committees) and *at least one additional member*. Therefore the Executive Committee shall be comprised of *at least seven (7) members*.
- TERMS. The term of the Executive Committee member shall be for one (1) year. All committee members' terms shall expire each November. Terms shall expire each year on November 30.
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- QUORUM. *A simple majority of the current number of members of the Executive Committee will constitute a quorum. Any action taken must be passed by a simple majority of those present.*

Passed by vote of membership, November 13, 2013