

## **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) One delegate from each certified Audubon Chapter in Texas, with an alternate delegate. Each chapter has one vote only, even if both delegates are present in a meeting.
- b) the immediate past president of the Foundation;
- c) the regionally nominated National Audubon Society Board Member whose region includes Texas; and
- d) The Executive Director of Audubon Texas

#### **Section 2.**

The chapter delegates shall be designated by the Board of Directors of each certified Texas Audubon chapter. Each chapter board shall certify the names of its delegate(s) to the Foundation no later than the date of May 1 prior to the start of the term.

#### **Section 3.**

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

#### **Section 4.**

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.

#### **Section 5.**

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 chapters by a majority vote at each Annual Meeting of the Foundation.

**Section 3.**

The term for all officers shall be one year, June 1 through May 31 or until their successors are qualified.

**Section 4.**

There are no term limits for officers.

**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.**

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 7.**

The Executive Committee shall serve as the Nominating Committee. The purpose of the Nominating Committee shall be to nominate candidates for officers to succeed those whose terms of office are to expire. The slate of candidates shall be mailed or transmitted electronically 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." and rename Section 7

**ARTICLE IV - MEETINGS**

**Section 1.**

The Annual Meeting of the Foundation will be held between April 15 and May 31 and may be held electronically, via conference call, or in person. 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 one regular meeting held each year. The regular meeting and any additional meetings may be conducted electronically, via conference call, or in person. 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 Audubon Texas certified Chapters shall constitute a quorum at any meeting of the Foundation. The Past President of the Foundation (if not a current chapter delegate), any National Audubon Society Board members sitting on the Foundation, and the Executive Director of Audubon Texas shall not be counted when counting a quorum.

**Section 5.**

At meetings of the Foundation, a majority of the voting members present shall be required to approve any action, except as otherwise required in these bylaws. The Foundation may take action between meetings by mailed or electronically transmitted ballots. Responses from delegates representing a majority of the chapters shall constitute a quorum for mail or electronic balloting.

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.

**Section 5.**

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

#### **ARTICLE VI- COMMITTEES**

##### **Section 1.**

As provided in Article III, Section 1, the Foundation will have an Executive Committee. The only other standing committees will be a Nominating Committee of which the Executive Committee will fulfill the duties, and a Finance Committee as provided elsewhere in these Bylaws.

##### **Section 2.**

The Executive Committee may create, by a vote of the majority of the Foundation members then in office, such other committees as the Foundation may from time to time find appropriate. The Foundation will designate at least two of its members to serve on each such committee. Duties of special committees shall be as defined by the Foundation.

##### **Section 3.**

The routine business of the Foundation will be conducted between meetings by the Executive Committee, which will be comprised of the President, Vice-president, Treasurer, and Secretary.

##### **Section 4.**

The Executive Committee will fulfill the responsibilities of the Nominating Committee by proposing officers and committee chairs. The Executive Committee may delegate the duties of the Nominating Committee to other Foundation members as needed. The Executive Committee will actively search for candidates who fill vital needs of the organization.

##### **Section 5.**

The Finance Committee will be chaired by the Treasurer. The President shall appoint additional Finance Committee members at his/her discretion.

#### **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.

**Section 5.**

Audubon Foundation of Texas does not discriminate in its policies or procedures with regard to race, color, religion, age, sex, sexual orientation, national origin, or sensory or physical handicap.

**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  
AMENDED APRIL 29, 2015