

Constitution of the Audubon Society of Greater Cleveland (An Ohio Not For Profit Corporation)

Article I

Name and Place of Business

This organization shall be known as the Audubon Society of Greater Cleveland (ASGC) and shall have its place of business centered in Cuyahoga County, Ohio as determined by NAS. The ASGC shall be a not for profit corporation under the rules of the Internal Revenue Service and the state of Ohio. The ASGC shall be a chapter of the National Audubon Society (NAS) and shall observe its principles and practices.

Article II

Mission statement

The mission of the Audubon Society of Greater Cleveland, a chapter of the National Audubon Society, is to promote the conservation and appreciation of birds and other wildlife through habitat preservation and educational activities focusing on the greater Cleveland community.

Article III

Membership

1. Any member of NAS residing in the area designated by NAS as the service area for ASGC shall automatically be a member of the ASGC. Any NAS member residing in an area outside of such designated service area may become a member of ASGC by so advising the NAS of that preference.
2. Any person interested in the mission of ASGC is eligible for membership in ASGC. The schedule of local dues will be determined by the Board of Trustees.
3. Membership dues shall be payable at the time of application.

Article IV

Trustees

1. The governing body of ASGC shall be a Board elected by the membership at an annual meeting. The board shall consist of not fewer than nine members including the elected officers.
2. Trustees are elected to a three year term. One third of the trustees shall be elected at each annual meeting.
3. Vacancies on the Board occurring after the election of trustees at the annual meeting may be filled for the remainder of the term by a vote of the remaining board members.
4. A quorum of the Board must be present to conduct business. A quorum shall consist of a majority of those currently serving as trustees.
5. The Board shall meet no fewer than four (4) times a year in addition to the annual meeting. Special meetings may be called by the President or by any five or more trustees by giving fourteen days' notice to each trustee and officer by mail or electronic mail.
6. The Board is empowered to transact the business of ASGC and to establish rules and by-laws, except for such matters as are specifically reserved to the membership by this Constitution.
7. Action may be taken by the Board by vote of the majority of the Trustees. Electronic or telephonic voting shall be allowed in special circumstances as provided in the by-laws.
8. The Board may hire employees to transact business on its behalf.

Article V

Officers

1. The officers of the ASGC shall be members in good standing of ASGC and shall be elected to three year terms.
2. The officers shall be elected by majority vote of the membership at the annual meeting.
3. The officers shall consist of the following:
 - a. **President** – who shall preside at all meetings of the Board and shall supervise all aspects of the work of the ASGC;
 - b. **Vice President** – who shall assist and serve in the absence of the President in conducting the business of the ASGC;
 - c. **Secretary** – who shall create and maintain the non-financial records of the ASGC and shall maintain the record of all meetings of the Board of Trustees and the Executive Committee;

- d. **Treasurer** – who shall maintain the financial records of the ASGC, keep accounts, dispense funds, supervise investments, and provide reports to the Board and annually to the members. The Treasurer shall annually prepare and submit a budget to the Board.
4. The president, or her/his designee, shall be a member of all standing committees.

Article VI Standing Committees and Other Committees

1. Standing and Ad Hoc Committees will be established by the ASGC Board of Trustees.

Article VII Meetings

1. All Board meetings shall be open to the membership except as provided for in the by-laws where an executive session is declared by vote of the Trustees.
2. There shall be at least one general membership meeting each year to conduct the business of the ASGC.
3. Notice of meetings will be included in ASGC's membership communications at least 15 days and within 60 days prior to the meeting.

Article VIII Amendments

This Constitution may be amended by an affirmative vote of three quarters of the members present at the annual meeting. Such proposed amendments shall be provided to the members no less than fourteen (14) days prior to the annual meeting.

Article IX Adoption

This Constitution shall be presented to the members at its annual meeting in 2015. It shall be adopted by an affirmative vote of three quarters of the members present at such meeting. This Constitution shall be provided to the members no less than fourteen (14) days prior to the annual meeting.

Article X Commitments

The ASGC shall not enter into any commitments binding upon the NATIONAL SOCIETY without written authorization by the NATIONAL SOCIETY, nor shall the NATIONAL SOCIETY, without written authorization by ASGC, enter into any commitments binding upon ASGC.

Article XI Discontinuance

The ASGC reserves the right to terminate its chapter status by giving six (6) months' notice, in writing, to NAS of such intention. In such case, all allocation of dues by NAS to ASGC shall cease at the end of that six (6) months. The ASGC recognizes the right of NAS to terminate the chapter relationship on six (6) months' notice given in writing to the ASGC, in which case the members of ASGC shall continue as member of NAS for the term for which dues have been paid.

Article XII Termination

In the event that the Audubon Society of Greater Cleveland disbands or goes out of existence, for whatever reason, all of the property and funds will be distributed to appropriate non-profit organizations compatible with the mission of ASGC as determined by the existing Board.

Adopted [6/6/2015]