

CONSTITUTION (Revised 5 December 2009)

ARTICLE I

NAME

This organization shall be known as the Mesilla Valley Audubon society (hereinafter called MVAS).

ARTICLE II

PURPOSE

Section 1. The purpose and objectives of this MVAS shall be to engage exclusively in any such educational, scientific, literary, historical and charitable pursuits as are set forth in its Certificate of Incorporation, if any, and/or are the purposes and objectives of National Audubon Society, Inc., (hereinafter called NAS), of which MVAS shall function as a Chapter, and said purposes and objectives shall conform to the provisions of section 501 (c) (3) of the Internal Revenue Code.

Section 2. MVAS 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 share holder or individual. The property, assets, profits, and net income of MVAS are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of MVAS 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 MVAS remaining after payment of, or provision for, all debts and liabilities of MVAS, shall be donated to NAS or its successor or, if unwilling or unable to accept said donation, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objects and purposes as MVAS as the Board of Directors of MVAS 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 one or more of the purposes presently set forth in Section 501 (c) (3) of the Internal Revenue Code.

BY-LAWS (Revised 2016)

(*) ARTICLE I

MEMBERSHIP

Section 1. Any person committed to the purposes and objectives of MVAS is eligible for membership.

Section 2. The classes of membership of MVAS shall include two classes: National Member and Chapter Member, as outlined in the One Audubon Membership Policy adopted by NAS December 9, 2001.

Section 3. The membership dues for National Members shall be as established by the NAS; Chapter Member dues shall be established by MVAS, and shall be payable at the time of application yearly thereafter.

Section 4. Should renewal of membership dues not be paid within six months after due date, a member so in default shall be dropped forthwith from the rolls.

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.

ARTICLE II

MEETINGS

(*) Section 1. Regular meetings of members shall be held on such day of such months as may be determine 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 on such date in January each year or as may be determined by vote of the Board of Directors.

Section 3. Special meetings of members may be called by the President or pursuant to resolution of the Board, or by petition of not less than one-tenth (1/10) of all members entitled to vote.

Section 4. Notice of the annual meeting, special meetings, and regular meetings, at which MVAS business is to be transacted, shall be given not less than thirty (30) days nor more than fifty (50) before the date of the meeting. Such notice is given when deposited in the United States mail, with postage thereon prepaid, and directed to the member at his address as it appears on the record of members, or at such other address as he may request in writing to the Secretary of MVAS. Notice of such meetings may be published in the MVAS newsletter or other regular publication, provided such publication is mailed according to the provisions stated hereinabove.

Valid notice to MVAS members of the annual meeting, other meetings, or any other MVAS business, including all notices mentioned in any Article and Section of these Bylaws, may be made by the Secretary of MVAS using electronic mail (email) when so approved by the Board.

Section 5. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

Section 6. Twenty voting members shall constitute a quorum at any meeting of members at which MVAS business is to be conducted. The members must be present, in person.

ARTICLE III

BOARD OF DIRECTORS

Section 1. The control and conduct of the business of MVAS shall be vested in its Board of Directors. The Board shall include not less than six (6) elected Directors and the elected officers of MVAS, including the immediate past president.

Section 2. The Directors shall be elected for the term of three (3) years, with two (2) to be elected each year, at the annual meeting of members.

Section 3. By request any committee chair may have full voting rights at all MVAS Board meetings.

Section 4. If by reason of resignation or death, or for any other reason, vacancies exist whereby the Board has not the full complement of directors, the Board may proceed to elect a Director or Directors to fill the remaining portion of the term. If four (4) or more vacancies occur at any one time a special election may be called by the President.

(*Section 5. There shall be at least five regular meetings of the Board of Directors in any one calendar year, not more than one regular meeting in any one month. The dates for the regular meetings shall be determined by the Board at its first regular meeting following the annual meeting of members.

Section 6. Special meetings of the Board shall be called by the President or by the Secretary upon request of the majority of the Board. Notice of a special meeting may be given in person or by telephone not less than three (3) nor more than ten (10) days prior to the date of the meeting; if by mail, not less than ten (10) nor more than twenty (20) days prior to the date of the meeting.

Section 7. A majority of the Board shall constitute a quorum at any meeting of the Board.

Section 8. The President, or, in his absence, Vice President, shall act as Chairman at any meeting of the Board. In the absence of both President and Vice President, the Board shall designate any other member of the Board to act as Chairman at such meeting.

ARTICLE IV

OFFICERS

Section 1. The Officers of MVAS shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other Officers as may be determined by the Board of Directors.

Section 2. All officers shall serve for one-year (1) terms, or until their successors are elected. Officers may be re-elected to the same office.

Section 3. The Officers shall be elected by the voting members of MVAS present, in person at the annual meeting of members.

Section 4. If by reason of resignation or death, or for any other reason, an office shall become vacant, the Board may proceed to elect, by majority vote, such Officer to fill the vacancy and the Officer so elected shall serve until the next annual meeting of members.

Section 5. The President shall direct and administer the affairs of the MVAS as its executive head and shall supervise all phases of its activities, subject to instructions by the board. The President shall also be an ex-officio member of all committees. The President shall preside at all meetings of members and of the Board. The President shall provide for maintenance and storage of all records of MVAS.

Section 6. The Vice-President shall assist the President to carry out his duties and, in the absence of the President, the Vice-President shall direct and administer the affairs of MVAS and supervise all phases of its activities, subject to instructions by the Board, and shall preside at meetings of members and the Board.

Section 7. The Secretary shall keep a record of all proceedings of MVAS and the Board of Directors. The Secretary shall provide notice of all meetings not published in the MVAS newsletter. The Secretary may conduct the correspondence of MVAS as per instructions of the Board.

Section 8. The Treasurer shall have custody of MVAS funds. The Treasurer shall disburse such funds as may be ordered by the Board. The Treasurer shall report to the Board of Directors at its regular meetings or as requested. The Treasurer shall prepare an annual report on the financial condition of MVAS for distribution to the members at the annual meeting of members and shall forward a copy of such report to NAS.

Section 9. All funds must be held in a financial institution. All checks and drafts of MVAS may be signed by the Treasurer, the President or other designated board member. Two signatures are required, except as otherwise authorized by resolution of the board.

Section 10. The fiscal year and calendar year shall coincide. Officers shall assume office January 1st.

ARTICLE V

Representatives to New Mexico Audubon Council

Section 1. If MVAS belongs to New Mexico Audubon Council, then the representatives to New Mexico Audubon Council shall be elected for 2 year terms at the annual meeting of MVAS. These representatives are to attend New Mexico Audubon Council meetings and inform the board and membership of Council business.

ARTICLE VI

NOMINATING COMMITTEE

Section 1. The Board of Directors shall annually appoint, not later than three (3) months prior to the next annual meeting of members, a Nominating Committee, to consist of not less than three (3) members. The names of the members of the Nominating Committee shall be made known to the members through MVAS newsletter or other publication, or by mail, or at a regular meeting of members, not later than one (1) month after the Nominating Committee has been constituted. Suggestions for nominations of Officers and Directors may be submitted to the Nominating Committee by any member of MVAS.

Section 2. The Nominating Committee shall nominate candidates for Officers and Directors. The Committee's report shall be presented to the membership at a regular meeting of members not later than one (1) month or earlier than two (2) months prior to the annual meeting.

Section 3. Nothing contained herein shall be construed to prevent nominations of Officers and Directors from the floor at the annual meeting.

ARTICLE VII

OTHER COMMITTEES

Section 1. The President, with the approval of the Board of directors, shall appoint chairmen of Standing Committees who, in turn, may select their own committee members with recommendations and suggestions from the Board.

Terms of office shall be for one (1) year, or until their successors are appointed; but no member shall serve as Chairman of the same committee for more than three (3) consecutive years.

Section 2. The President may appoint ad hoc committees at his discretion.

Section 3. The Standing Committees may be as follows and may include such other committees as may be constituted by the Board of Directors to carry out the functions of MVAS.

(*) MEMBERSHIP COMMITTEE

The Membership Committee shall maintain close contact with the Membership Department of NAS. It shall keep MVAS 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.

(*) PROGRAM COMMITTEE

The Program Committee shall make all plans and arrangements for the regular meeting, except for matters relating to MVAS business that may be transacted at such meetings. The committee shall make arrangements for lectures, discussions, and such other events as may promote interest in and appreciation of conservation, ecology and natural history.

(*) CONSERVATION COMMITTEE

The Conservation Committee shall keep informed on local, state and national governmental policies and actions affecting the natural environment and conservation of natural resources. It shall draft and recommend the MVAS conservation policy to MVAS Board of Directors. It shall carry out the conservation policy as approved by the Board and endeavor to coordinate the actions of MVAS with the policy and activities of NAS insofar as conservation measures and policies of national scope are concerned. It shall keep NAS informed of such actions.

FIELD TRIP COMMITTEE

The Field Trip Committee shall plan and organize field trips for members of MVAS and others interested in the purposes and aims of MVAS. This committee shall maintain a birding code of ethics.

PUBLICITY COMMITTEE

The Publicity Committee shall publicize, through newspapers, radio, TV and other publicity media, the purposes, aims and program of the MVAS.

(*) PUBLICATIONS COMMITTEE

The Publications Committee shall publish, at least six (6) times a year, a bulletin or newsletter for the members of the MVAS and shall prepare any other publications helpful to the MVAS program.

(*) EDUCATION COMMITTEE

The Education Committee shall maintain close contact with the Educational Services Division of NAS. It shall encourage schools and colleges within MVAS territory to conduct courses in, or otherwise stress, natural history, ecology and conservation. The Committee shall

conduct, or cause to be conducted, workshops in natural science for members and others, and shall cooperate in furthering the educational objectives and programs of NAS. It shall, through other means, inform and educate the public about the natural environment.

FINANCE COMMITTEE

The Finance Committee shall plan the annual budget of MVAS, assist the Treasurer in the preparation of financial reports, and make recommendations and carry out plans for obtaining financial support for MVAS.

ARTICLE VIII

(* COMMITMENTS)

Neither MVAS nor NAs shall enter into any commitment binding on the other without written authorization to do so.

(* DISCONTINUANCE)

Change of Chapter Status

Circumstances may arise under which either MVAS or NAS may choose to reconsider their relationship. These situations include but are not limited to: (i) MVAS becoming inactive or ceasing operations, (ii) MVAS choosing to adopt policies or pursue activities that are in conflict with or do not fulfill Chapter Policy, or (iii) MVAS deciding to terminate its certification as a Chapter of NAS.

In such situations, it is the responsibility of the State Director to work with the Chapter to attempt to return the Chapter to full activity or to compliance with the Chapter Policy. The State Director is encouraged to use whatever tools or resources are needed to restore the Chapter to full Chapter activity or to compliance; options might include formulation of a remedial plan, or designation of "reorganization" status if additional time is needed with temporary suspension of dues share and access to the mailing list.

If MVAS is not able or willing to return to full activity or to compliance, then the State Director, acting after consultation with the State Board, may recommend to the Senior Vice President for Field Operations (SVP) that Chapter de-certification is warranted and request revocation of the Chapter charter. If that recommendation is approved, the SVP will provide sixty (60) days written notice of de-certification to the Chapter President.

MVAS, by vote of its Board, may revoke its charter and cease to be a Chapter of NAS by providing sixty (60) days written notice of such decision to its State Director.

In any case, each member of the Chapter will remain a member of NAS for as long as his Audubon membership is current.

ARTICLE IX

AMENDMENTS

This Constitution and By-Laws may be amended by a majority vote at any meeting called pursuant to the provisions of ARTICLE II, Section 4 hereinabove. The notice of such meeting shall cite the wording of each proposed amendment.

ARTICLE X

PARLIAMENTARY AUTHORITY

In procedural matters not covered by these By-Laws, Robert's Rules of Order shall govern.

ARTICLE XI

CONSTRUCTION

Section 1. This Constitution and By-Laws shall be construed under the laws of the State of New Mexico.

Section 2. The masculine pronoun, as used hereinabove shall mean the masculine or feminine, wherever applicable.

Section 3. Asterisks indicate a requirement by National Audubon Society.

Adopted by the membership of Mesilla Valley Audubon Society on 21 September 2016.