

**PROPOSED AMENDMENTS
TO BYLAWS OF
PELICAN ISLAND AUDUBON SOCIETY**

Bylaw history

Current bylaws were adopted at the regular meeting of the Pelican Island Audubon Society on 15 March 1982. The amendments were approved by two-thirds or more of those members present on 19 April 1982.

Note: Strikethroughs below indicate deletions; underlines indicate new language.

Article I -- NAME AND AFFILIATION

This organization shall be a non-profit organization known as Pelican Island Audubon Society, with headquarters in Indian River County, Florida and it shall be a chapter of Audubon of Florida. ~~and a participant in the three-way membership plan with Florida Audubon Society and National Audubon Society.~~ This Society 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 this Organization, enter into any commitments binding upon this Society. This Society may terminate its status as a Chapter of the National Society, and the National Society may terminate the status of this Society as a Chapter of the National Society, pursuant to procedures set forth in the 2001 Audubon Chapter Policy adopted by the National Society's Board of Directors on December 8, 2001.

[Note: Audubon of Florida's name is updated. The sentence about membership is deleted here and dealt with in Article III Membership. Two new provisions comply with National Audubon Society requirements for Chapter Bylaws adopted 2001.]

Article II -- PURPOSE

The purpose of the Society is to ~~promote understanding of and interest in wildlife and the environment that supports it, and to further the cause of conservation of all natural resources.~~ preserve and protect the animals, plants and natural communities in Indian River County through advocacy, education and public awareness.

[Note: New statement introduces the word "advocacy."]

Article III -- MEMBERSHIP

Section 1 -- Membership in Pelican Island Audubon Society ~~shall include membership in Florida Audubon Society and National Audubon Society. Classes of membership shall conform to the schedules of Florida Audubon Society and National Audubon Society.~~ shall consist of two categories of members: National Members and Chapter-Only Members. National Members shall be members of the Pelican Island Audubon Society, Audubon of Florida and of the National Audubon Society, and shall pay annual dues to National Audubon. Chapter-Only Members shall be members of the Pelican Island Audubon Society only. National dues are established by National Audubon. Chapter-Only dues shall be established by the Board of Directors of this Society and these monies are to remain in the chapter.

~~Section 2 — Members of Pelican Island Audubon Society shall receive the publications of the three Audubon Societies, and shall enjoy all other privileges of membership in the three Societies.~~

[Note: Membership amendment is based on Halifax River Audubon, Inc. bylaws, adopted October, 2006. The revision clarifies current membership options.]

Section 2 -- The membership year shall be January through December.

[Note: Current practice is one year from date of joining or renewal. The change is intended to simplify office operations and to make sure all members are notified when their dues expire.]

Article IV -- MEETINGS

Section 1 -- Regular monthly meetings of the Society shall be held from ~~October~~ September through May each year.

[Note: September is substituted in place of October.]

Section 2 -- The Annual Meeting of the Society shall be held during the regular monthly meeting in March. Elections shall be held and Society business reports shall be presented at the Annual Meeting.

Article V -- BOARD OF DIRECTORS

~~Section 1 -- Control and conduct of the property and business of the Society shall be vested in a Board of Directors. The Board shall also determine the policies of the Society. Membership of the Board shall include the elected officers, the chairman of the Standing Committee, and six persons elected at large. Each year two of the six members at large of the Board shall be elected for a 3-year term. Directors may serve consecutive terms. Vacancies occurring among these six Board positions may be temporarily filled by the Board until the next Annual Meeting.~~

[Note: Membership of the board is separated into a new Section 2.]

Section 2 – The Board of Directors shall be comprised of six officers and six directors elected at Annual Meetings. Each year two of the six elected directors shall be elected for a three-year term. The Board may appoint up to six additional directors, each to serve a one-year term. All directors may serve consecutive terms. Vacancies may be temporarily filled by the Board until the next Annual Meeting. Elected directors and officers shall assume their duties immediately following the close of the Annual Meeting at which they were elected. The board may fill vacancies by appointment until the next Annual Meeting. All directors may serve additional, consecutive terms.

[Note: In this new section, there is no change from what is presently specified in Section 1 about the number of officers and directors, their terms o office, or the filling of vacancies. There is new authority to the Board of Directors to appoint up to six board members for one-year terms. Reference to “chairman of the standing committee” is deleted.]

Section 3 -- Regular meetings of the Board shall be held monthly from ~~October~~ September through May on dates preceding the ~~regular Society~~ Society's General Meeting. ~~These dates shall be determined by the Board and announced in the newsletter and annual program.~~ Additional meetings may be called by the President when deemed necessary.

[Note: September replaces October. Meeting time change from "the regular society meetings" to the Society's General meetings; and deletion of the requirement that board meetings are to be announced in the newsletter and "annual program."]

Section 3 -- One-third of the membership of the Board shall constitute a quorum for the transaction of business.

Article VI -- OFFICERS

Section 1 -- The elected officers of the Society shall consist of a President, a First Vice-President, a Second Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer. The officers shall assume their duties immediately following the close of the Annual Meeting, and shall serve terms of two years. Officers may serve consecutive terms. In case of a vacancy occurring among the officers before the end of term, the vacancy may be filled by the Board for the balance of the term.

~~Section 2 -- The Board may appoint one of the elected officers to hold also the position of Executive Secretary. The Executive Secretary shall manage the office of the Society including files, reference materials, equipment, etc.~~

[Note: This section is deleted because it may have applied to Maggie Bowman's role with PIAS, but now the position of executive secretary is held by an employee who is not necessarily a member of the board.]

Section 2 -- The Board may appoint an Assistant Treasurer to assist in performance of the Treasurer's duties.

Section 3 -- The President shall preside at all meetings of the Society, including meetings of the Board, and shall supervise all phases of the Society's work in accordance with the policies of the Board. The President shall appoint ~~additional~~ committees as necessary, and shall appoint the chairmen of all ~~Standing~~ Committees.

[Note: In this and the following two sections the words "additional" and "Standing" are deleted because proposed amendments to Article VII would cause these words to be unnecessary.]

Section 4 -- The First Vice-President shall preside at meetings and perform the duties of the President in the absence or inability of the President and shall chair one of the ~~Standing~~ Committees.

Section 5 -- The Second Vice-President shall perform the duties of the President in the absence or inability of the President and First Vice-President, and shall chair one of the ~~Standing~~ Committees.

Section 6 -- The Recording Secretary shall keep a record of all the proceedings of meetings of the Society and the Board.

Section 7 -- The Corresponding Secretary shall conduct and preserve correspondence relating to the Society, and perform such other duties as the Board directs.

Section 8 -- The Treasurer shall receive and be the custodian of all the monies of the Society, and shall deposit all such funds in the name and credit of the Society in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Society as may be ordered by the Board, taking proper vouchers therefore, and shall render upon request of the Board an account of all transactions as Treasurer and of the financial condition of the Society. The Treasurer shall submit an audited report of the Society's financial condition at the Annual Meeting.

~~Article VII — STANDING COMMITTEES~~

[Note: This entire article is deleted because it lists 19 specific committees and states what each “shall” do to fulfill its duties. Several of the committees are no longer functional. Those which are would continue to function under the President’s authority “to establish committees as needed to serve the purposes and policies of the Society.” The new language is intended to grant greater flexibility to the President and the Society than by specifying committees and their duties in the bylaws. The flexibility should help the Society meet changing conditions and to match the special interests and experience of board members.]

~~Section 1 — The President shall appoint a chairman annually for each Standing Committee, who may select other members to serve on the committee. These committees shall be entitled Botany; Budget and Ways and Means; Conservation; Endangered Species; Environmental Education; Field Trips; Film Series; History; Hospitality; Library; Membership; Nature Center and Trails; Newsletter; Program; Publicity; Resource Utilization; Sanctuary; and Special Projects.~~

~~Section 2 — The Botany Committee shall promote the study of botany and the use of native plants in landscaping and revegetation efforts.~~

~~Section 3 — The Budget and Ways and Means Committee shall project the probable annual income of the Society, prepare an annual budget proposal based upon anticipated administrative expenditures and the needs of the various committees, and devise ways and means of raising needed funds. The annual budget proposal shall be submitted in writing to the Executive Committee (see Article VIII) for review and recommendation to the Board.~~

~~Section 4 — The Conservation Committee shall keep the Society informed of conservation issues and legislation and shall submit recommendations to the Board for consideration and possible action.~~

~~Section 5 — The Endangered Species Committee shall inform the Society and the public of the plight of endangered species, and encourage study and work in their behalf. The Committee shall cooperate with the Florida and National Audubon Societies and with Federal, state, and local governmental agencies to protect endangered species.~~

~~Section 6—The Environmental Education Committee shall endeavor to arouse public interest in nature and conservation. The Committee shall encourage formation of Audubon clubs in schools and youth groups, and shall encourage attendance of students, teachers, and administrators at Audubon Camps, conservation workshops, etc. The Committee shall coordinate the Society's role in developing, maintaining, and enhancing environmental, education programs within public and private schools and in the community at large.~~

~~Section 7—The Field Trip Committee shall organize and arrange for the proper conduct of field trips and the Christmas Bird Count.~~

~~Section 8—The Film Series Committee shall organize and conduct the annual "Audubon Lecture Series" programs.~~

~~Section 9—The History Committee shall keep an historical record of the Society, and maintain an album of clippings of the Society's activities. The chairman of this committee shall be designated the Society Historian.~~

~~Section 10—The Hospitality Committee shall arrange to greet members and guests at meetings and other Society activities. This committee shall arrange for refreshments to be served at Society activities, as directed by the Board.~~

~~Section 11—The Library Committee shall properly catalogue and circulate books and other printed matter, slides, films and other materials in the Society's library. The Committee shall determine materials to be purchased for the library, and shall be responsible for maintenance of the library. The chairman of this committee shall be designated the Society Librarian.~~

~~Section 12—The Membership Committee shall conduct membership campaigns to bring into the Society all who are interested in wildlife and natural resource conservation, and shall keep a register of the members of the Society.~~

~~Section 13—The Nature Center and Trails Committee shall plan for and pursue establishment of a Society Nature Center in Indian River County. This facility would serve as the official headquarters of the Society, and as a central facility for the Society's environmental education programs. This committee shall also establish nature trails in various native habitats found in Indian River County, and assist the Environmental Education Committee in developing educational programs relevant to the nature trails.~~

~~Section 14—The Newsletter Committee shall edit and publish a newsletter. The Committee Chairman shall be designated the Society Editor.~~

~~Section 15—The Program Committee shall include, but not be limited to, a chairman and the Environmental Education, Field Trip, Film Series, and Nature Center and Trails Committees. The program chairman shall coordinate the general program of Society meetings and special activities.~~

~~Section 16—The Publicity Committee shall strive to secure through newspaper, radio, television, and other media, appropriate publicity covering the objectives and activities of the Society.~~

~~Section 17—The Resource Utilization Committee shall keep the Society informed on alternative energy source technologies, pursue resource conservation programs when appropriate, and coordinate the Society's role in resource recycling programs.~~

~~Section 18—The Sanctuary Committee shall search for and recommend to the Board areas that may be leased, purchased, or posted as Audubon sanctuaries. The Committee shall maintain a current file of these sanctuaries, and shall post and maintain them as necessary.~~

~~Section 19—The Special Projects Committee shall operate a sales booth at Society meetings and whenever else deemed appropriate, to sell items of interest to members and the public. An inventory report shall be presented to the Board each May. This committee shall also coordinate other fund raising events of the Society with the Budget and Ways and Means Committee and with other committees as appropriate.~~

Article VIII -- EXECUTIVE COMMITTEE

~~Section 1—The Executive Committee shall consist of the President or the designated Vice-President, the Treasurer or Assistant Treasurer, the Executive Secretary or Corresponding Secretary, the Conservation Committee chairman, and one Director at large. Each option above shall be exercised by the President, subject to approval of the Board of Directors.~~

Section 1: The Executive Committee shall consist of the President, First or Second Vice-Presidents, the Treasurer and one member of the Board of Directors to be appointed by the President. A quorum shall consist of three members.

[Note: The changes are intended to incorporate other sections of these amended bylaws and current practice.]

Section.2 -- The Executive Committee shall determine periodical subscriptions and memberships in other organizations to be purchased in the Society's behalf, pursuant to Board policy, and shall make recommendations to the Board regarding other requests for donations or financial assistance from the Society.

Section 3 -- The Executive Committee shall ~~review the annual budget proposal of the Budget and Ways and Means Committee, and shall recommend acceptance or modification of the budget proposal to the Board. And shall review background material on matters to be considered by the Board, and shall recommend a course of action to the Board.~~ prepare the annual budget for approval by the Board of Directors.

[Note: This is rewritten to require this Committee to prepare the budget, instead of a separate Budget and Ways and Means Committee. There is no provision for the budget to be approved by an Annual Meeting. Should this be added?]

Section 4 -- In an emergency, the Executive Committee shall be authorized to make policy and administrative decisions for the Board, upon agreement of at least ~~four of the five~~ three of the four Committee members. All such decisions are subject to approval at the next Board meeting.

[Note: Numbers are changed to match the Committee composition.]

Section 5: The Executive Committee is responsible for the management of the Society's office and employed personnel, including hiring and dismissal of persons employed by the Society, their salaries, insurance and other financial benefits and insurance for the organization's liability and property. The Committee's decisions on these matters are to be reported to the Board. The responsibilities listed here are not to be regarded as exclusive of other related business functions.

[Note: This is a new section to reflect current operating needs.]

Article IX – ADVISORY BOARD

[Note: This is an entirely new article, reflecting a new board, and appointments to it, that were made at the 2007 Annual Meeting.]

Section 1: The Board of Directors may appoint an Advisory Board.

Section 2: There shall be no limit to the number of members the Board may appoint to the Advisory Board or to their terms of office.

Section 3: Duties of members of the Advisory Board shall be determined by the Board of Directors, dependent upon situations for which the Organization would benefit from the special skills, experience or education of one or more of its members.

Section 4: The Advisory Board is not required to hold meetings or to report to the Board of Directors, but may do so at its discretion.

Article IX – AUDITING COMMITTEE

Section 1 – The Board shall annually appoint an Auditing Committee consisting of two members of the Society, who are not Directors, to report at the Annual Meeting upon the character and accuracy of the treasurer's financial records and reports.

Section 2 – If so directed by the Board, the Auditing Committee shall obtain a professional, independent audit of the Treasurer's financial records and report upon which to base its report.

Article X -- AWARDS COMMITTEE

Section 1 -- The Board shall appoint annually an Awards Committee, including at least three members, who shall nominate recipients for the Conservationist of the Year Award, the Environmental Educator Award, the Environmental Landscaping Award, the President's Award, the Special Service Award and any other awards to be bestowed by the Society. Their nominations shall be submitted to the Board for a vote at the ~~May~~ March Board meeting, with the awards being presented at the ~~May Society meeting~~ Annual Meeting.

[Note: New rewards are added. The date of the annual meeting is changed.]

Section 2 -- The Awards Committee shall be responsible for selecting appropriate awards to be presented to each recipient.

Section 3 -- The Awards Committee is not required to nominate recipients for each award traditionally bestowed, nor is the Committee limited to presenting nominations for traditional awards.

Article XI -- NOMINATING COMMITTEE

Section 1 -- At the regularly scheduled Society meeting in January of each year, the Society shall elect two members who are not Directors to serve on a Nominating Committee for the upcoming elections. At the regularly scheduled Board meeting in January of each year, the Board shall appoint one of its members whose term is not expiring to chair the Nominating Committee. The names of the three Committee members shall then be made known to the members of the Society through an announcement of the nominating committee members in the newsletter and suggestions for nominations for the Board of Directors and offices may be submitted to the Committee by any member of the Society.

[Note: The phrase “whose term is not expiring” is added. The announcement of the nominating committee names in the newsletter is added.]

Section 2 – The Committee shall nominate candidates for the Board of Directors, and for officers of the Society, to succeed those whose terms of office will expire at the next Annual Meeting. Its report shall be presented at the Annual Meeting.

Section 3 -- If any member of the Nominating Committee shall be unable to serve, then the ~~Committee shall itself~~ Board shall fill the vacancy.

[Note: Board shall fill vacancy instead of the committee.]

Section 4 -- Nominations of members for the Board of Directors or Society offices may be made from the floor during the meeting at which elections are to be held.

Article XII -- BUDGET, COMMITTEE FINANCES, AND DISBURSEMENTS

Section 1 -- The annual budget shall be approved by the Board, and shall serve as a guide for expenditure of Society funds. ~~As proposed by the Budget and Ways and Means Committee, recommended by the Executive Committee and approved by the Board. the budget shall allocate funds to each Standing Committee, special committee, or special fund as necessary and prudent.~~ The budget may be amended at any meeting of the Board by majority vote of Directors present.

[Note: Deleted are references to committees which this rewrite eliminates e.g. Budget and Ways and Means, Standing Committees and special committees. Also deleted is the allocation of funds to these committees. The deleted provisions do not reflect present or proposed practice.]

~~Section 2 — Each Standing Committee chairman shall exercise authority over the Society funds allocated to that committee, except that expenditures over 100 dollars shall require approval of the Executive Committee. If denied approval by the Executive Committee, the committee chairman may appeal the decision to the Board, which may grant or deny the expenditure request.~~

[Note: This and the following section are deleted because they do not reflect current practice.]

~~Section 3 — A committee chairman may not exceed the budget allocation for that committee. Additional funds may be secured by receiving an additional allocation from the Board or by requesting a special expenditure of Society funds by the Board.~~

Section 4 -- All drafts and checks of the Society's operating account only shall be signed by one officer, the Treasurer, Assistant Treasurer, the President, a Vice President, ~~or the Executive Secretary~~. All drafts and checks for any other of the Society's accounts shall be signed by two officers, one of who shall be the Treasurer, or Assistant Treasurer, and the other being the President, Vice President, ~~or the Executive Secretary~~.

[Note: This section is the amended version adopted in 1985, two years after the bylaws were adopted. The Executive Secretary is deleted because if these amendments are adopted this office would no longer exist.]

Article XIII -- AMENDMENTS

Section 1 -- These By-Laws may be amended at any regular meeting of the Society by a two-thirds vote of those members present and voting, provided notice of the proposed amendments has been given at the previous meeting.

~~Section 2 -- All such proposed amendments shall be submitted in writing, signed, and dated by at least three members in good standing.~~ All such proposed Amendments must be submitted in writing to the Board of Directors before submission at the Annual Meeting. The Board may approve, reject or recommend amendments to the proposed amendments.

[Note: This rewrite of present Section 2 is intended to give the Society protection from rogue proposals.]