

THE TRI-MORAINES AUDUBON SOCIETY, INC.

**** Articles of Incorporation ****

This organization shall be known as the Tri-Moraine Audubon Society (TMAS).

The mission of Tri-Moraine Audubon Society is to promote the conservation and restoration of ecosystems, while focusing on the enjoyment of birds and the natural environment through fellowship, education, collaboration, and stewardship for the benefit of our future generations. TMAS is operated exclusively for charitable purposes as presently set forth in Section 501 (c) (3) of the Internal Revenue Code.

In support of this common mission of protecting birds and habitat, the Tri-Moraine Audubon Society pledges to:

1. Actively engage in fostering and advocating for the conservation of birds and other wildlife and the restoration and preservation of their habitats in west-central Ohio;
2. Provide educational programs and activities that are science-based, foster an appreciation and understanding of the natural world, and promote a conservation ethic;
3. Maintain active communications and outreach to all its members and to the broader community in furtherance of the above goals;
4. Follow best practices for the operation of non-profit environmental organizations with a commitment to transparency, fiscal responsibility, and inclusiveness.

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 the 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 payment of, or provision for, all debts and liabilities of this Society, shall be used to establish a trust

for Myeerah Nature Preserve, managed by Bellefontaine Joint Recreation District to support habitat conservation, restoration, trail maintenance or other purposes in support of the conservation easement held by Tri-Moraine Audubon Society. If Bellefontaine Joint Recreation District is unwilling or unable to accept said donation, to such charitable organization having similar objectives and purposes of TMAS, as the Executive Committee of this Society may designate.

****By-Laws****

ARTICLE 1: MEMBERSHIP

Section 1. Any person interested in the purposes of this Society is eligible for membership.

Section 2. National Audubon Society members are considered TMAS chapter members. Local membership dues can be paid to TMAS to give financial support to the chapter.

All members of Tri-Moraine Audubon Society, whether dual members of the National Audubon Society/Tri-Moraine Audubon Society or just members of the Tri-Moraine Audubon Society, shall have the same privileges regarding voting, participation, and conduct in general chapter business.

Section 3. TMAS membership dues and categories shall be established annually by the Tri-Moraine Audubon Society Board.

Local dues are payable annually on Sept 1. If dues are paid June 1 or after, the member will be in good standing until Sept 1 of the following calendar year. Members will receive a 6 month grace period following nonpayment of dues.

ARTICLE 2: MEMBERSHIP MEETINGS

Section 1. Regular meetings of the membership of the Society shall be held as determined by the Board of Directors, but such regular meetings shall be held not fewer than six times in any calendar year.

Section 2. Special meetings may be called by a majority vote of the Board of Directors.

Section 3. The annual meeting of the Society shall be held on such date in May of each year as may be determined by the Board of Directors, at which time reports summarizing the year's activities may be given, and election of officers and directors shall be held.

Section 4. Twelve members of the Society constitute a quorum at any regular membership meeting.

ARTICLE 3: BOARD OF DIRECTORS

Section 1. The control and conduct of the property and business of the Society shall be vested in a Board of Directors to be composed of the four elected officers, and six members at large. The President of the Society shall serve as chair.

Section 2. There shall be at least four regular meetings of the Board of Directors in any one calendar year, but not more than one regular meeting in any one month of the Board of Directors.

Section 3. Meetings of the Board of Directors shall be held upon the call of the President, or upon the call of any three members of the Board of Directors.

Section 4. Six members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 5. Two of the six members at large of the Board of Directors shall be elected from the membership each year, with all directors to serve staggered three-year terms.

Members-at-large shall not simultaneously serve as both a member-at-large and an officer during any elected term. It is recommended that members-at-large and officers should be limited to two consecutive terms, after which they should step aside for at least one year. The majority of the remaining Board of Directors may appoint a member to fill a mid-term vacancy if it occurs.

ARTICLE 4: OFFICERS AND THEIR DUTIES

Section 1. The officers of the Society shall be a president, a vice president, a secretary and a treasurer, who shall be designated as the Executive Committee. They shall be chosen at the annual meeting of members and shall hold office for two years, or until their successors are elected. President and vice president will be elected in even years and secretary and treasurer in odd years. In case of a vacancy occurring among the officers before the end of the term, the vacant position shall be filled by appointment for the balance of the term by the majority of the remaining Board of Directors.

Section 2. The president of the Society shall preside at meetings of the Society, and shall direct and administer the affairs of the Society as its executive, and shall supervise all phases of its work, subject to the instructions of the Board of Directors. The President shall appoint all committees, and be a member ex-officio thereof, except the Nominating and

Audit Committees, which shall be appointed by the Board of Directors.

Section 3. The vice president shall assist the president and preside at meetings in the absence of the president.

Section 4. The secretary shall keep a record of all the proceedings of the Society and of the Board of Directors, and perform such other duties as the Board of Directors may direct.

Section 5. The treasurer shall have custody of the Society's funds and securities; shall see to the deposit of all monies and securities in the name of and to the credit of the Society in such banks as may be designated by the Board of Directors, making proper vouchers thereof, and shall report all transactions and produce bank statements as treasurer and of the financial condition of the Society at all meetings of the Board of Directors and to the membership upon request.

Section 6. TMAS checks of less than \$200 may be signed by the treasurer. Any check over \$200 must be approved by the president, vice president or Board of Directors. In case the treasurer shall be, for any reason, unable to sign checks, the President may sign.

ARTICLE 5: AUDIT COMMITTEE

There shall be an Audit Committee selected if the Board of Directors deems it is warranted or if there is a change in the treasurer, consisting of two or more TMAS members who are not officers. The function of the Audit Committee will be to review the treasurer's reports for discrepancies and report findings to the Board of Directors.

If the Board of Directors decides the Society's accounts should be audited by a certified public accountant, the function of the Audit Committee also will be to select a non-TMAS-member certified public accountant and report the scope and character of the audit by the certified public accountant at the next Board Meeting following the conclusion of the audit.

ARTICLE 6: NOMINATING COMMITTEE

Section 1. The Board of Directors shall select, prior to March 1st, a Nominating Chair to recruit and nominate candidates for officers and directors of the Society to succeed those whose terms of office expire. His/her report shall be presented at the Annual Members' Meeting.

Section 2. Nothing herein contained shall prevent additional nominations from the floor at the time of the Annual Members' Meeting in May at which elections are held.

ARTICLE 7: COMMITTEES/CHAIRMANSHIPS

The president may establish such committees or chairmanships deemed necessary or desirable, and appoint the chairman thereof. The duties of such appointments shall be as are assigned by the president.

The following committees/chairmanships are required:

MEMBERSHIP – The membership committee shall maintain close contact with the Membership Department of the National Society, checking periodically for new members. It shall conduct membership campaigns and inform new local NAS and TMAS members of TMAS activities and meetings.

The Membership Chair shall maintain a list of the members of the Society.

PROGRAM – The program committee shall make all plans and arrangements for the regular meetings, except for matters relating to Society business that may be transacted at such meetings.

CONSERVATION – The conservation committee shall keep informed of conservation needs at Myeerah Nature Preserve and within our service area.

PUBLICATIONS – The publications committee shall publish a newsletter for the members of the society and shall prepare any other publications deemed necessary by the Board of Directors.

EDUCATION -- The education committee shall cooperate in furthering the educational objectives and programs of the National Society. It shall inform and educate the public about the natural environment.

The following committees/chairmanships are recommended:

PUBLICITY -- A publicity chair shall promote activities of the Society using local newspapers, speaking engagements, on-line options, or other activities deemed appropriate.

FUNDRAISING – The fundraising committee would develop fundraisers which may include bird seed sale, annual appeal letters, or events.

Other committees may be established as deemed appropriate.

ARTICLE 8: AMENDMENTS

Following a recommendation by the TMAS Board of Directors, the Constitution and By-Laws may be amended by a vote of the members of the Society, present in person or electronically, voting at any regular or special meeting (a quorum being present), notice to amend having been given at a meeting of the Society or electronically at least one month previous. Twelve (12) members shall constitute a quorum for the transaction of business at any regular or special meeting of the members.

ARTICLE 9: CHAPTER POLICY

The relationship between Tri-Moraine Audubon Society and the National Audubon Society shall be governed by policies adopted by Tri-Moraine Audubon Society.

BYLAWS HISTORY

This constitution and bylaws were amended and accepted by the membership in 1967, with revisions in 1987 and 2002.

An extensive update of language of the Constitution and By-Laws to streamline and reflect current practices was accepted by the membership on September 1, 2020.