

WESTERN CUYAHOGA AUDUBON SOCIETY ARTICLES OF INCORPORATION

ARTICLE I: NAME.

This organization shall be known as the Western Cuyahoga Audubon Society.

ARTICLE II: PURPOSE.

Section 1. The purpose of this Society shall be to engage in any such educational, scientific, investigative, literary, historical, philanthropic, and charitable pursuits as may be part of the stated purposes of the National Audubon Society, of which this Society shall function a chapter.

Section 2. This Society is not organized for, 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 this society shall ever inure to the benefit of any private shareholder or individual. Upon dissolution, the assets of this Society remaining after payment of debts shall be donated to the National Audubon Society or its successor, or to another organization organized and operated exclusively for charitable purposes as presently set forth in Section 501(c)(3) of the Internal Revenue Code.

Section 3. No substantial part of this Society's activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall this organization participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

BYLAWS

Revised April 2005

ARTICLE I: MEMBERSHIP.

Section 1. The membership of this Society shall consist of National Audubon Society members residing in the chapter territory and other members known as Chapter Supporters.

Section 2. The National Audubon Society shall assess dues from members of this Society who are National Audubon Society members.

Section 3. This Society shall assess dues from members of this society who are Chapter Supporters.

ARTICLE II: MEETINGS.

Section 1. Membership meetings shall be held monthly from September through June. For tax purposes, the fiscal year shall run from July 1 through June 30 of the following year.

Section 2. Twenty members in good standing shall constitute a quorum for the transaction of any duly-called regular or special meeting.

ARTICLE III: BOARD OF DIRECTORS.

Section 1. The control and conduct of business of the Society shall be vested in its Board of Directors elected from the membership in good standing. The Board shall include elected officers, appointed chairpersons of standing committees, and six Directors.

Section 2. The Board shall determine the policies of this society and convey those policies to the membership. The Board shall plan activities, support the mission of the society, and update these bylaws as necessary.

Section 3. The Board of Directors of this Society shall establish the relationship between this Society and other organizations.

ARTICLE IV: OFFICERS.

Section 1. This Society shall elect officers from the membership. They shall include a President, Vice-President, Recording Secretary, and Treasurer. In case of a vacancy in the office of the President, the Vice-President shall immediately succeed to the office of President. A vacancy in any other office shall be filled by a majority of the Board of Directors.

Section 2. The President shall be the President of the Society and Chairperson of the Board of Directors. The President shall preside at all meetings of the Board of Directors and all membership meetings. The President shall prepare an annual report to Ohio Audubon on the Society's activities, plans, officers, and financial condition.

Section 3. The Vice-President shall assist the President in the carrying out of his or her duties and shall preside at all meetings in the absence of the President.

Section 4. The Recording Secretary shall keep a record of all proceedings of the Board and this Society.

Section 5. The Treasurer shall have custody of the Society's funds and disburse funds as ordered by the Board. The Treasurer shall report to the Board of Directors at its regular meetings or as requested on the financial condition of the Society. The Treasurer shall provide a copy of the report to any member of the Society upon request.

Section 6. The President, Vice-President, Treasurer, or other Board member may sign checks and drafts of the Society. Only one signature shall be required.

ARTICLE V: NOMINATING COMMITTEE.

Section 1. The Board of Directors shall appoint a Nominating Committee prior to March 1 of each year. The names of the members of the Nominating Committee shall be made known to the members of the Society. Any member of the Society may submit suggestions for nominations for officers and Directors to the Committee.

Section 2. The Nominating Committee shall nominate candidates for officers and Directors to succeed those whose terms of office expire. The Committee shall present its report to the membership at a regular meeting one month prior to the elections.

Section 3. Nothing herein shall prevent nomination of officers or Directors from the floor at the time of the meeting at which elections are to be held.

ARTICLE VI: ELECTIONS.

Section 1. The election of officers shall take place at the May membership meeting. The officers shall be installed at the membership meeting in the following September.

Section 2. Officers nominated by the Nominating Committee shall be elected by a voice vote of the membership present at the elections. If there is more than one candidate for any office, the election of such office shall be by ballot, with the winner receiving the majority of ballots cast.

ARTICLE VII: ESSENTIAL ACTIVITIES.

Section 1. The following functions are considered important to the health of the Society and shall be implemented as the Board sees fit: membership, conservation, field trips, programs, newsletter, education, web site, and advocacy.