

BYLAWS OF ALACHUA AUDUBON SOCIETY, INC.
(as adopted and approved the 10th day of September, 2025)

ARTICLE I
CHAPTER STATUS

Section 1. **Chapter Recognition.** This corporation (Society) is a chapter of National Audubon Society, Inc., a New York not-for-profit corporation, and Audubon Florida, Inc., a Florida not-for-profit corporation, and shall abide by the provisions, requirements and limitations such status accords, as is provided in the Bylaws of those corporations.

Section 2. **Relationships.** The relationship between this corporation and the National and Audubon Florida Societies is contractual only and this corporation as a chapter is not a subsidiary, division, or member of National or Audubon Florida, nor shall those corporations have any right, title or interest in any real or personal property of this corporation, except as provided herein. The relationship between this Society and the National Society shall be governed by Chapter Policy.

Section 3. **Limitation of Authority.** Neither National Audubon Society nor Audubon Florida may, without written authorization of this Society, enter into any commitments binding upon this Society and neither National Audubon Society nor Audubon Florida shall be deemed an agent, employee, attorney, trustee or nominee of this Society unless so specifically directed and authorized in writing by this Society with respect to a certain matter.

Section 4. **Termination.** In the event that this Society should be dissolved or otherwise terminate corporate existence, title to all property then owned by this Society shall vest in Audubon Florida, and in the event that any property owned by this Society should be abandoned, title to said property shall vest in Audubon Florida.

ARTICLE II
MEMBERSHIP

Section 1. **Qualifications.** Any person who is a member of National Audubon Society or Audubon Florida is qualified to be a member of this Society. Individuals may join Alachua Audubon Society (AAS) as AAS only members by paying chapter dues.

Section 2. **Assignment.** The geographical criteria established by National Audubon Society and Audubon Florida for assignment of members of theirs to this chapter shall apply in determining the members of this Society. Any individuals who pay chapter dues may become members of AAS as chapter-only members regardless of their geographical residence.

Section 3. **Dues.** All dues paid by members of this Society shall be paid to National Audubon Society or Alachua Audubon Society in accordance with published schedules of dues. The criteria established by National Audubon Society for distribution of dues to Alachua Audubon Society shall apply in determining the amount dues paid to Alachua Audubon Society for

those members joining by virtue of joining National Audubon Society. Failure of any member to pay dues to National Audubon Society upon notice of the said failure being given by National Audubon Society to Alachua Audubon Society, shall result in the member in default being dropped from the rolls of membership of this Society without further notice to the member. Individuals who enroll as Alachua Audubon Society chapter-only members must pay annual dues to the chapter and renew every 12 months to maintain current membership status.

Section 4. **Voting Rights.** All persons who are members of this Society in accordance with the foregoing have the right to one vote (two votes for family memberships) for any of the purposes of the Society, including election of the members of the Board of Directors.

ARTICLE III Board of Directors

Section 1. **Powers.** The affairs, property and business of the Society shall be managed, conducted and controlled by the directors, acting as a board. The Board of Directors (BOD) shall have and is vested with all and unlimited powers and authorities, except as may be expressly limited by law, the Articles of Incorporation, or these Bylaws, to do or cause to be done any and all lawful things for and on behalf of the Society, to exercise or cause to be exercised any or all of its powers, privileges and franchises and to seek the effectuation of its objects and purposes.

Section 2. **Number and Classes of Directors.** The number of directors of the BOD shall be at the discretion of the BOD and as deemed necessary to support the objectives of the Society. The BOD will always include four officers designated as the president, vice-president, secretary and treasurer who shall discharge such duties as hereinafter specified. Each officer will serve a term of at least one year unless the officer resigns or is removed. The BOD may appoint an individual to serve temporarily if that occurs. As needed, two members may serve as co-presidents, co-vice-presidents or co-treasurers. Board terms may be extended if agreed upon by the board member and at the discretion of the BOD. Members of the BOD are expected to adhere to and abide by the AAS Code of Conduct (COC) as regards AAS matters. Prior to beginning their term, new directors must sign their agreement with the COC. If unwilling to agree with the COC, the director will be immediately removed from the BOD. The BOD may then nominate a new prospective member to fill the vacancy.

Section 3. **Delegation of Authority.** The BOD may delegate to the president the authority to hire and modify the duties or other compensation of appointed agents such as attorneys, accountants and other experts retained to provide specific services to the Society.

Section 4. **Election.** All nominations and notice thereof shall be made in accordance with the Articles of Incorporation and all directors shall be elected by a majority of the voting members present in person or by proxy at the Annual Meeting or at any adjournment thereof, except that vacancies occurring during the year may be temporarily filled by the BOD until the Annual Meeting.

Section 5. **Compensation of Directors and Committee Members.** Directors and members of all committees shall not receive any salary for their services. Nothing herein shall be construed to preclude any director or committee member from serving the Society in any other capacity and receiving compensation.

Section 6. **Removal of Directors.** The members of the BOD shall have the power at any time, by a two-thirds (2/3) vote of those present, to remove any director, with or without cause, provided that a quorum is present as defined hereinafter. The vote may be conducted anonymously at the request of any director. Any vacancy created in accordance with the foregoing may be filled by the BOD.

Section 7. **Resignation of Directors.** Any director may resign at any time by written notice of such resignation to the president. The resignation shall become effective on the date the resignation notice is received by the president

ARTICLE IV OFFICERS

Section 1. **President.** The president(s) shall be the chief executive of the Society and shall preside at all meetings. He or she shall have general and active management of the business of the Society and shall carry into effect all directions and resolutions of the BOD. The directors may countermand any action of the president by a majority vote.

Section 2. **Vice President.** The vice president(s) shall, in the absence, disability or inability to act of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the BOD shall prescribe.

Section 3. **Secretary.** The secretary shall have the general duties, powers and responsibilities of a secretary of a corporation. The secretary shall attend all meetings of the BOD and all meetings of the members and shall record or cause to be recorded all votes taken and the minutes of all proceedings. The secretary shall, in the absence, disability or inability to act of the vice-president, perform the duties and exercise the powers of the president, and shall perform such other duties as the BOD shall prescribe. The secretary shall have the principal responsibility to give or cause to be given notice of all meetings of the members and BOD.

Section 6 **Treasurer.** The treasurer shall have the general duties, powers and responsibilities of a treasurer of a corporation. The treasurer shall have the responsibility for the safekeeping of the funds and securities of the Society and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Society. The treasurer shall deposit all monies and other valuable effects in the name and to the credit of the Society in such depositories as designated by the BOD and shall disburse the funds of the Society as authorized by the BOD and provide to the BOD, whenever so required, an account of all transactions and of the financial condition of the Society.

ARTICLE V EXECUTIVE COMMITTEE

Section 1. **Members.** At any meeting, the BOD, may elect an Executive Committee from its membership.

Section 2. **Term and Authority.** Members of the executive committee shall serve for a one (1) year term or until successors are appointed by the BOD. During the interval between meetings of the BOD, the executive committee shall possess and may exercise all of the powers and authority of the BOD, except as otherwise provided herein or as may be prohibited by law. As hereinafter specified, all actions taken by the executive committee shall be reported to the BOD and shall be subject to revision by the BOD, provided, however, that no rights of a third party shall be affected by such revision or alteration.

Section 3. **Presiding Officer.** The president, or in the president's absence, such person as the executive committee shall select, shall preside at all meetings of the committee. The president shall in all events be entitled to vote on the substantive issues and matters before the committee.

Section 4. **Procedure.** Subject to the provisions of these By-laws, the executive committee shall fix its own rules of procedure and shall meet where and as provided by such rules.

Section 5. **Minutes and Reports.** The executive committee shall designate one of its members or the secretary of the Society to keep regular minutes of its proceedings and the same shall be recorded in the records of the Society. All actions taken by the executive committee shall be reported to the BOD at its next regular meeting that succeeds such actions.

ARTICLE VI MEETINGS

Section 1. **Members' Meetings.**

A. **Annual Meeting.** An annual meeting of the members shall be held each year in April on a day to be determined by the BOD, at which meeting the members shall elect directors and officers and transact such other business as may properly be brought before the meeting. The BOD shall determine the place of the meeting.

B. **Special Meetings.** Special meetings of the members may be held for any purpose or purposes. A special meeting may be called by the president, secretary or the BOD and notice shall be given as hereinafter specified. Business transacted at any special meeting shall be confined to the purpose or purposes stated in the notice of such meeting, unless the transaction of other business is consented to by a two-thirds (2/3) majority of members present in person.

C. **Notice.** Except as otherwise may be provided by law, notice of each meeting of the members, whether annual or special, stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes thereof, shall be delivered or given in the manner hereinafter specified to each member entitled to vote thereat, not less than thirty (30)

days nor more than ninety (90) days prior to the meeting.

D. Quorum. Except as otherwise may be provided by law, fifteen (15) members in good standing and entitled to vote, present in person shall constitute a quorum for the transaction of business at any members' meeting. Every decision of a majority of such quorum, except in those specific instances in which a larger vote is required by law, the Articles of Incorporation, or these By-laws, shall be valid as a corporate act. Less than a quorum may adjourn a meeting successively until a quorum is present, and no notice of adjournment shall be required.

Section 2. Meetings of the BOD

A. Regular Meetings.

The BOD shall meet at a time and place designated by the Board. There shall be no less than six (6) meetings during the fiscal year. No written notice of regular meetings shall be required, provided verbal notice thereof is given at the preceding meeting of the BOD or the Annual Meeting of the members. Any business may be transacted at a regular meeting.

B. Special Meetings. Special meetings of the BOD may be called by the president, vice president, or secretary, by delivery of notice thereof to each director at least two (2) days prior to the meeting stating the place, day and hour and purpose of the meeting.

C. Meetings Related to Removal of a Director. Meetings to discuss and/or vote on the removal of any director may be called by any AAS officer by delivery of notice to each member of the BOD, excluding the director whose removal is under consideration, at least two (2) days prior to the meeting, stating the place, day, hour and purpose of the meeting. More than one meeting may be necessary for BOD member removal. The director whose removal is under consideration may not be present at the initial meeting to allow free confidential discussions. However, said director may be allowed to participate in subsequent meetings. A simple majority of the BOD will decide whether to allow the director in question to be present during a vote for removal. If requested by any member of the BOD, voting will be anonymous.

D. Quorum. At all meetings of the BOD a simple majority of directors of the BOD shall constitute a quorum for the transaction of business. Less than a quorum may adjourn a meeting successively until a quorum is present, and no notice of adjournment shall be required. At such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 3. Notice.

A. By Publication. Any notice of any meeting of the members of the Society may be given and delivered by insertion of such notice, containing such facts as are necessary to constitute good and sufficient notice in any newsletter and/or on the AAS website or Facebook page. Notice given in this manner shall be deemed given and delivered to the members or directors in the manner hereinafter specified.

B. By Email. Any notice of any meeting BOD of the Society may be sent by email to the directors at the email address as it appears on the records of the Society. Such notice shall be deemed given and delivered when record of such appears in the sent mail folder of the sender.

ARTICLE VII OFFICES

Section 1. **Registered Agent.** The name and address of the registered agent of the Society in the State of Florida shall be determined by the BOD and filed in the appropriate office of the State of Florida pursuant to applicable provisions of law.

Section 2. **Location.** The location of the Society in Florida shall be deemed for all purposes to be in the county in which its registered agent is maintained.

Section 3. **Records.** The Society shall keep original records in which shall be recorded the names and addresses of the members, directors, and officers, the amount of assets and liabilities, and such additional records, statements, and information as may be required by law.

Section 4. **Inspection of Records.** A member in good standing shall be entitled to inspect the records of the Society at a time and place agreed upon with the appropriate officer of the BOD. No member shall use or permit to be used to the detriment of the Society any information obtained from such inspection and, as a condition precedent to any member's inspection of the Society's records, the corporation may require the member to indemnify the Society against any loss or damage which may be suffered by it arising out of or resulting from any unauthorized disclosure made or permitted to be made by such member of information obtained during the course of any inspection.

ARTICLE VIII GENERAL

Section 1. **Fiscal Year.** The fiscal year of the Society shall begin on May 1 and end on April 30.

Section 2. **Accounts.** All drafts and checks of the Society, except as otherwise provided by the BOD with respect to certain accounts, shall be signed by the treasurer or other officers as authorized by the BOD.

Section 4. **Execution of Instruments.** The president, or the vice president in the absence, disability or inability to act of the president and the secretary may execute all instruments on behalf of the Society.

Section 5. **Annual Statement.** The BOD shall present at each Annual Meeting, and when called for by vote of the members at any special meeting of the members, a full and clear statement of the business and condition of the Society.

Section 6 **Rules of Order.** Unless otherwise provided herein, all meetings shall be governed by the latest edition of Robert's Rules of Order.

Section 7 **Indemnification of Directors and Officers.** In consideration of services rendered, all directors and former directors of the Society and their legal representatives, shall be indemnified by the Society against liabilities, expense, and attorney's fees and costs reasonably incurred in connection with or arising out of any action, suit, proceeding or claim in which the director is made a party by reason of being, or having been, a director of the Society, provided that in no case shall the Society indemnify any director or former director with respect to any matter to which the director shall be finally adjudged to have been liable for negligence or misconduct in the performance of corporate duties. The indemnification herein provided for shall apply also in respect to any amount paid in compromise of any action, suit, proceeding or claim asserted against any director or former director, provided the BOD shall have first approved any proposed compromise settlement and determined that the director involved was not guilty of negligence or misconduct; in taking such action, no director affected shall be qualified to vote, and, if for this reason, a quorum cannot be obtained to vote on such matter, it shall be determined by a committee of three persons appointed by the BOD at a special meeting called for that purpose. In determining whether a director was guilty of negligence or misconduct, the BOD, or the aforesaid committee, may employ independent counsel and rely conclusively upon the opinion thereof, and in determining the amount of indemnification, if any, the Board or the committee shall establish the amount with due regard to the financial ability of the Society and the amount so determined shall be conclusive and final as between the Society and the director.

ARTICLE IX AMENDMENTS

Section 1. **Amendments.** These By-Laws may be altered, amended, added to or repealed at any meeting of the Board by the vote of a majority of the Directors then in office.

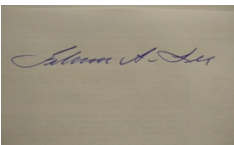
CERTIFICATE

We, the undersigned, hereby certify that we acted as President and Secretary, respectively, overseeing an email vote of the BOD of ALACHUA AUDUBON SOCIETY, INC., held on the 10th day of September 2025, at which the foregoing Bylaws were duly adopted as and

DATED this 10th day of September, 2025



Debra Segal, President of the Society



Felicia Lee, Secretary of the Society

