

# NEW YORK CITY AUDUBON SOCIETY

## CONSTITUTION BYLAWS AND STATEMENTS

As Approved by the Board of Directors  
September 15, 2011  
As Amended by the Board of Directors  
March 9, 2017 and March 8, 2018

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### Mission

New York City Audubon is a grassroots community that protects wild birds and habitat in the five boroughs, improving the quality of life for all New Yorkers.

### Vision

New York City Audubon envisions a day when birds and people in the five boroughs enjoy a healthy, livable urban habitat.

### Core Values

- Board, staff, volunteers and members are passionate about wild birds.
  - Talented and diverse volunteers drive our success.
  - Sound science informs our education and advocacy work.
  - We have fun and enjoy the beauty and mystery of wild birds.
- We are inclusive and encourage collaboration and partnership to reach goals.

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## CONSTITUTION

### ARTICLE I NAME

This organization shall be known as the New York City Audubon Society, Inc. (hereinafter referred to as NEW YORK CITY AUDUBON).

### ARTICLE II PURPOSE

SECTION 1. The purpose and objectives of NEW YORK CITY AUDUBON shall be to engage exclusively in any such educational, scientific, literary, historical and charitable pursuits as are set forth in its Certificate of Incorporation, and such purposes and objectives shall conform to the provisions of Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. NEW YORK CITY AUDUBON is not organized, nor shall it be operated for pecuniary gain or profit, and it does not contemplate any distribution of gain, profit, or dividend to its members, or to any private shareholder or individual. NEW YORK CITY AUDUBON's property, assets, profits, and net income are irrevocably dedicated to charitable purposes, and no part of NEW YORK CITY AUDUBON's property, assets, or net income shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private shareholder or individual. Upon dissolution, or upon abandonment, the assets of NEW YORK CITY AUDUBON shall be donated to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objectives and purposes as NEW YORK CITY AUDUBON, as NEW YORK CITY AUDUBON's Board of Directors, may designate, subject to Court order if required by law. No such assets shall be donated to any organization other than one organized and operated exclusively for one or more of the purposes set forth in Section 501(c)(3) of the Internal Revenue Code.

NEW YORK CITY AUDUBON SOCIETY, INC.  
BYLAWS

ARTICLE I  
MEMBERSHIP

SECTION 1. Any person interested in the purposes and objectives of NEW YORK CITY AUDUBON is eligible to apply for direct membership in NEW YORK CITY AUDUBON. A person may in addition apply for membership in National Audubon Society, Inc. (hereinafter called NATIONAL SOCIETY).

SECTION 2. There shall be two types of membership in NEW YORK CITY AUDUBON; one, through the NATIONAL SOCIETY for which classes of membership shall be maintained by the NATIONAL SOCIETY and the other, through NEW YORK CITY AUDUBON as a direct membership. The Board of Directors of NEW YORK CITY AUDUBON may establish different classes of voting and non-voting memberships from time to time.

SECTION 3. NATIONAL SOCIETY membership dues shall be as established by NATIONAL SOCIETY, and the Board of Directors of NEW YORK CITY AUDUBON shall establish direct NEW YORK CITY AUDUBON membership dues from time to time.

SECTION 4. All direct members of NEW YORK CITY AUDUBON shall enjoy all rights and privileges accorded to members of NEW YORK CITY AUDUBON. All NATIONAL SOCIETY members of NEW YORK CITY AUDUBON shall enjoy all rights and privileges accorded to members of both NEW YORK CITY AUDUBON and NATIONAL SOCIETY at the different classes established by the respective Board of Directors.

SECTION 5. Each NEW YORK CITY AUDUBON member in a membership class entitled to vote 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 election of officers and directors.

SECTION 6. NEW YORK CITY AUDUBON direct membership dues shall be payable yearly.

ARTICLE II  
MEETINGS

SECTION 1. The annual meeting of members shall be held on such date each year as may be determined by vote of the Board of Directors. If the Board of Directors shall not have selected any other such a date, the annual meeting of members shall be held on the second Wednesday of June each year. NEW YORK CITY AUDUBON's fiscal year shall end on March 31.

SECTION 2. 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 or 100 members, whichever is less.

SECTION 3. Notice of the annual meeting, special meetings, regular meetings and elections, at which NEW YORK CITY AUDUBON business is to be transacted, may be published in NEW YORK CITY AUDUBON's newsletter or other publication, provided such publication is mailed according to the provisions stated below. Such publication may also include electronic distribution. A copy of the notice of any meeting shall be given, personally, by mail, or by email, to each member entitled to vote at such meeting. A notice given personally, electronically, or by first class mail shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed by any other class of mail, a notice shall be given not less than thirty (30) nor more than ninety (90) days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at his/her address as it appears on the record of members.

SECTION 4. Any such written notice shall state the place, date and hour of the meeting and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting of the members shall state the purpose or purposes for which the meeting is called.

SECTION 5. The lesser of either one-tenth (1/10) of all voting members or one hundred (100) voting members, shall constitute a quorum at any meeting of members at which NEW YORK CITY AUDUBON business is to be conducted. The members may be present in person or by proxy.

### ARTICLE III BOARD OF DIRECTORS

SECTION 1. The control and conduct of the business of NEW YORK CITY AUDUBON shall be vested in its Board of Directors. The Board shall include not fewer than nine (9), nor more than twenty-one (21) elected Directors plus, ex-officio, with full voting rights, the elected officers of NEW YORK CITY AUDUBON, and the immediate Past President of NEW YORK CITY AUDUBON. All Directors shall be direct members of NEW YORK CITY AUDUBON at the time of election and shall remain direct members throughout their term as Director. To the full extent permitted by law, the Board of Directors shall be permitted to establish the number of directors to be elected from time to time.

SECTION 2. The Directors shall be elected for a term of three (3) years by a plurality of the voting members of NEW YORK CITY AUDUBON present in person or by proxy at the annual meeting of members, or through other voting mechanism as determined by the Board of Directors, provided that notice of the election is published according to the provisions in Article II, Section 3 of these by-laws. Up to eleven (11) Directors will be elected in odd numbered years. Up to eleven (11) Directors will be elected in even numbered years.

SECTION 3. If by resignation, death or for any other reason, a Director does not complete the term for which he was elected, the Board of Directors may proceed to elect a new Director to serve until the next annual election whereby the remainder of the term, if any, shall be filled as set forth in Article III, Section 2.

SECTION 4: Notwithstanding any other provision herein, any Director who has left his or her position as Director prior to expiration of his or her term in order to serve as an Officer of New York City Audubon, shall, upon expiration of his or her term or terms as an Officer, return to his or her former position as

Director and fulfill the remainder of such Director's original term, without the necessity of any new election hereunder, provided that the overall term limits set forth herein shall remain in full force and effect and apply to such Director.

SECTION 5. Each member of the Board of Directors shall attend at least a majority of the scheduled meetings of the Board of Directors and shall actively participate on at least one Standing Committee. In addition, a member who does not attend two consecutive, scheduled meetings of the Board of Directors without notifying the President shall be contacted by the President to determine the member's willingness to continue to serve on the Board of Directors. If the absent member's effectiveness on the Board of Directors has been compromised, as determined by the Board of Directors, the Board of Directors has the option of removing the absent member and filling the vacancy created. In addition, any officer or board member who is absent for more than half of the regular meetings of the Board of Directors in any fiscal year may be asked to resign after a two-thirds (2/3) vote of the entire Board of Directors.

SECTION 6. There shall be at least four (4) regular meetings of the Board of Directors in any one calendar year, but not more than one (1) regular meeting in any month. The dates for regular meetings shall be determined by the Board at its first regular meeting following the annual meeting of members or otherwise from time to time.

SECTION 7. Special meetings of the Board of Directors shall be called by the President or by the Secretary upon the request of the majority of the Board of Directors. Notice of a special meeting may be given in person or by telephone or electronic mail not less than three (3) nor more than fourteen (14) days prior to the meeting.

SECTION 8. A majority of the elected Directors and Officers shall constitute a quorum at any meeting of the Board. Each Director and Officer shall be entitled to one vote.

SECTION 9. The Board of Directors shall be permitted to act in lieu of a meeting by written consent, including electronic communications, of seventy-five (75%) percent of the Board members.

SECTION 10. The President or, in his absence, a Vice President, shall act as chair at any meeting of the Board of Directors. In the absence of both the President and the Vice President, the Board of Directors shall designate any other member of the Board of Directors to act as chair of such meeting.

SECTION 11. Any direct member of NEW YORK CITY AUDUBON in good standing may present a matter to the Board of Directors at one of its regular meetings by contacting the Secretary.

SECTION 12. The Board of Directors shall be empowered to divest NEW YORK CITY AUDUBON of any real property it may own or lease even if the same shall constitute substantially all of NEW YORK CITY AUDUBON's assets, if and so long as such disposition shall not be in the course of discontinuing NEW YORK CITY AUDUBON.

SECTION 13. The Board of Directors of NEW YORK CITY AUDUBON shall establish a "conflicts of interests" policy as in effect from time to time. All Directors shall be familiar with Directors' fiduciary obligations generally and with the specific responsibilities of membership on the Board of Directors as established by the Board of Directors from time to time.

SECTION 14. No person shall serve more than a total of two consecutive terms as an elected Director and two consecutive terms as an elected Officer, except the President, who may serve two consecutive terms notwithstanding any prior service as an elected Officer; the Past-President, who may continue through the end of his term, or the Secretary or Treasurer when called upon to serve more than two terms. When under Section 3 above a Director has been elected for less than a full term, such part term shall be disregarded with respect to his qualifications for re-election for additional consecutive terms.

SECTION 15. Membership on the Board of Directors of NEW YORK CITY AUDUBON shall be without regard to race, religion, ethnicity, background, gender, marital status or sexual orientation.

SECTION 16. Where appropriate communications facilities are reasonably available, any or all directors may participate in all or any part of a meeting of the Board of Directors or a Regular Committee by means of a conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

SECTION 17. The Board of Directors shall instruct the Executive Director, working with the Finance Committee, to prepare an annual budget for NEW YORK CITY AUDUBON's activities and to present such annual budget for approval by the Board of Directors. Any such budget shall be deemed tentative or proposed until adopted by the Board of Directors.

#### ARTICLE IV OFFICERS

SECTION 1. The Officers of NEW YORK CITY AUDUBON shall be a President, an Executive Vice President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other Officers as may be determined by the Board of Directors. Each Officer shall be a direct member of NEW YORK CITY AUDUBON at the time of election and shall remain a direct member throughout his or her term as an Officer.

SECTION 2. An Officer shall hold office for a two (2)-year term, and may succeed himself or herself once, except that the Board of Directors may from time to time determine to permit the Secretary and the Treasurer to hold office for more than two terms.

SECTION 3. The officers shall be elected for their respective terms by a plurality of the voting members of NEW YORK CITY AUDUBON present, in person, or by proxy, at the annual meeting of members or through other voting mechanism as determined by the Board of Directors, provided that notice of the election is published according to the provisions in Article II, Section 3 of these by-laws.

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 a majority vote, such Officer to fill the vacancy and the Officer so elected shall serve until the next annual meeting of members whereby the remainder of the tenure, if any, shall be filled as set forth in Article IV, Section 3. When for such purpose, an Officer has been elected for less than a full term; such part term shall be disregarded with respect to his qualifications for re-election for a full term.

SECTION 5. The President shall direct and administer the affairs of NEW YORK CITY AUDUBON and shall supervise all phases of its activities, subject to instructions from the Board of Directors. He or she shall also be ex-officio member of all committees except the Nominating Committee. He or she shall preside at all Board of Directors meetings and meetings of the members.

SECTION 6. The Executive Vice President shall assist the President to carry out his or her duties and, in the absence of the President, the Executive Vice President shall direct and administer NEW YORK CITY AUDUBON's affairs and supervise all phases of its activities, subject to instructions from the Board of Directors, and shall preside at Board of Directors meetings.

SECTION 7. The Board of Directors shall, from time to time determine the number and duties of the Vice Presidents. Each Vice President serves at the pleasure of the Board of Directors.

SECTION 8. The Secretary shall keep a record of all proceedings of NEW YORK CITY AUDUBON and of the Board of Directors. He or she shall be responsible to preserve NEW YORK CITY AUDUBON's seal, if any; and affix it to all documents requiring NEW YORK CITY AUDUBON's seal, and, at the direction of the Board of Directors, shall attest the same.

SECTION 9. The Treasurer shall oversee NEW YORK CITY AUDUBON's funds. He or she shall report to the Board of Directors at its regular meetings as requested. He or she shall prepare an annual report on the financial condition of NEW YORK CITY AUDUBON. At the direction of the Board of Directors, the Treasurer shall deposit and disburse or work with NEW YORK CITY AUDUBON employees to deposit and disburse NEW YORK CITY AUDUBON's funds. The Treasurer will serve as chair of the Finance Committee.

SECTION 10. All checks and drafts of NEW YORK CITY AUDUBON may be signed by the Treasurer, the President, any Vice President, or others authorized by the Board. Two signatures are required, except as otherwise authorized by resolution of the Board.

## ARTICLE V EXECUTIVE COMMITTEE AND FINANCE COMMITTEE

SECTION 1. The Board of Directors shall organize an Executive Committee. The Executive Committee shall consist of not fewer than five (5) elected members of the Board of Directors appointed by the Board of Directors. The President, the immediate past President, Executive Vice President, other Vice Presidents as determined by the Board of Directors, and Treasurer shall serve ex officio as members of the Committee. Members of the Executive Committee shall serve for a term of one (1) year. If by resignation, death or for any other reason, a Director does not complete the term for which he was appointed, the President may appoint another Director to serve the remainder of the term as a member of the Executive Committee.

SECTION 2. Subject to applicable law and the bylaws, the Executive Committee, may exercise such authority as the Board of Directors shall have delegated to it from time to time. The Executive Committee shall report its activities and decisions to the Board of Directors at such intervals as the Board of Directors may direct from time to time.



SECTION 3. Subject to applicable law, the Executive Committee may adopt rules for the conduct of its business.

SECTION 4. The Board of Directors shall organize a Finance Committee. The Finance Committee shall oversee the annual budget of NEW YORK CITY AUDUBON and review financial procedures and policies. The Finance Committee shall consist of the Treasurer and not fewer than four (4) other members at least two (2) of whom are elected Directors, not Officers, appointed by the Board of Directors at its first regular meeting after the election of new members. The Treasurer shall serve as the chair of the Finance Committee.

## ARTICLE VI OTHER COMMITTEES

SECTION 1. The Board of Directors, from time to time, shall establish such committees as it deems necessary for the conduct of business of NEW YORK CITY AUDUBON. Such committees shall have such purposes, powers and authorities, and composition as set forth in the resolutions of the Board of Directors establishing each committee.

SECTION 2. Each committee will report to the Board of Directors from time to time, as directed by the Board.

SECTION 3. If requested by the Treasurer, any committee shall submit a written budget each year to the Treasurer in a format and by a date designated by the Treasurer. A committee shall not be entitled to maintain funds separate from those of NEW YORK CITY AUDUBON generally.

SECTION 4. The Executive Committee in consultation with the Executive Director shall recommend to the Board a chairperson for each of the committees at such intervals as the Executive Committee shall determine to be in the best interest of NEW YORK CITY AUDUBON. The President shall appoint members of the committees at least as frequently as annually. Each committee shall provide to the Board of Directors a statement of purpose and an annual schedule of meetings for consideration by this Board of Directors at its first regularly scheduled meeting following the annual meeting of members.

## ARTICLE VII ADVISORY COUNCIL

SECTION 1. The Board of Directors shall establish the number of members of and shall appoint a NEW YORK CITY AUDUBON Advisory Council at such intervals as the Board of Directors shall deem necessary or appropriate. The Advisory Council shall enlist, as an aid to NEW YORK CITY AUDUBON, persons who have demonstrated significant support for the purposes of NEW YORK CITY AUDUBON, distinguished themselves by performance in the fields of interest to NEW YORK CITY AUDUBON or will otherwise be of assistance in fostering the purposes and goals of NEW YORK CITY AUDUBON. The Advisory Council shall meet (separately from or together with the Board of Directors) from time to time as deemed necessary or advisable by the President of NEW YORK CITY AUDUBON. Any member of the Advisory Council may attend and participate, without vote, in a regular meeting of the Board of Directors. NEW YORK CITY AUDUBON's President or a person designated by the President shall

preside at Advisory Council meetings. Each member of the Advisory Council shall be deemed and treated as a direct member of NEW YORK CITY AUDUBON.

#### ARTICLE VIII EXECUTIVE DIRECTOR

SECTION 1. The Board of Directors shall appoint an Executive Director from time to time to serve at the pleasure of the Board of Directors. The Executive Director shall be an employee of NEW YORK CITY AUDUBON. The Executive Director shall not be an Officer, a member of the Board of Directors or a member of the Nominating Committee simultaneously with service as Executive Director. The Executive Director shall serve, ex officio, as a non-voting member of all committees appointed by the Board of Directors.

SECTION 2. Subject to the direction of the Board of Directors, the Executive Director shall provide leadership to NEW YORK CITY AUDUBON and shall be responsible for daily oversight and general administration of NEW YORK CITY AUDUBON's operations. The Board of Directors shall approve a job description for the Executive Director from time to time.

SECTION 3. The Executive Director shall be responsible for hiring, supervision and management of NEW YORK CITY AUDUBON's employees, in collaboration with the Personnel Committee.

#### ARTICLE IX INDEPENDENCE

SECTION 1. NEW YORK CITY AUDUBON shall conduct its affairs independently of the NATIONAL SOCIETY.

#### ARTICLE X AMENDMENTS

SECTION 1. The Board of Directors at any regular or special meeting or a majority vote of members present in person or by proxy at any regular or special meeting of members duly called pursuant to the provisions of Article II, Section 4, hereinabove may amend this Constitution and Bylaws. The notice of such meeting of members shall recite the wording of each proposed amendment or point to a web site where such wording is set forth in full.

#### ARTICLE XI PARLIAMENTARY AUTHORITY

SECTION 1. In procedural matters not covered by these Bylaws, Robert's Rules of Order shall govern.

## ARTICLE XII CONSTRUCTION

SECTION 1. This Constitution and Bylaws shall be construed under the laws of the State of New York.

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

### INCLUDED FOR INFORMATION PURPOSES ONLY

The Board of Directors has adopted the following statements of NEW YORK CITY AUDUBON:

#### **Mission**

New York City Audubon is a grassroots community that protects wild birds and habitat in the five boroughs, improving the quality of life for all New Yorkers.

#### **Vision**

New York City Audubon envisions a day when birds and people in the five boroughs enjoy a healthy, livable urban habitat.

#### **Core Values**

- Board, staff, volunteers and members are passionate about wild birds.
- Talented and diverse volunteers drive our success.
- Sound science informs our education and advocacy work..
- We have fun and enjoy the beauty and mystery of wild birds.
- We are inclusive and encourage collaboration and partnership to reach goals.