

MISSION STATEMENT

The Mission of The Northern Shenandoah Valley Audubon Society (NSVAS), also known as Shenandoah Audubon, is to conserve and restore natural ecosystems, focusing on birds, other wildlife and their habitats, for the benefit of humanity and the Earth's biodiversity.

CONSTITUTION

ARTICLE I: NAME

This organization shall be known as The Northern Shenandoah Valley Audubon Society, NSVAS, and/or Shenandoah Audubon.

ARTICLE II: PURPOSE

Section 1. The purpose and objectives of this Society shall be to engage exclusively in any such educational, scientific, literary, historical, and charitable pursuits to conform to the provision of Section 501(c)(3) of the Internal Revenue Code and as may be part of the stated purposes of the National Audubon Society, Inc., of which this Society shall function as a Chapter.

Section 2. 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 this Society 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 abandonment, the assets of this society remaining after payment of or provision for all debts and liabilities of this Society, shall be donated to the National Audubon Society, Inc., or its successor, or, if unwilling or unable to accept said donation, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objectives and purposes as this Society as the Board of Directors of this Society may designate, subject to the Order of a Court as provided by law; provided that none of such assets shall be donated to any organization other than one 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 the Society's activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Society participate in, or intervene in any political campaign on behalf of any candidate for public office.

BYLAWS

ARTICLE 1: MEMBERSHIP

Section 1. Any person who applies for membership and pays to the Treasurer the established dues shall be placed on the membership roll.

Section 2: The two categories of membership, "Local" and "National" shall enjoy all the rights and privileges pertaining to membership.

A: Local: Local membership dues will be payable at the time of application and will be valid for one year from that date. Any member who has not paid dues three months from the renewal date shall be dropped from the mailing list. Membership renewal dates will be included on publication mailing labels.

B: National: Annual dues of membership to the National Audubon Society (NAS) shall be as established by that organization. National members with dues in arrears shall be dropped from our National membership roster without notice from our membership committee chair.

ARTICLE II: MEMBERSHIP MEETINGS

Annual Meetings

The annual meeting shall be held in November, or as determined by the Board of Directors. The purposes of the annual meeting shall be for, but not limited to, the election of officers, banquets, or programs. All members shall be notified in writing at their last known physical or e-mail address at least 30 days in advance. For any voting issues, each member present shall be entitled to one vote. Members not present shall not be entitled to vote; proxy voting shall not be allowed.

Special Meetings

Special meetings may be called by the President or by a majority of the Board of Directors. All members shall be notified in writing at their last known physical or e-mail address at least 30 days in advance of any special meetings of the Chapter. In the case of a special meeting, the notice shall include the purpose of the meeting. Special meetings must be called for such action, but not limited to, removal of an officer, discontinuation of National affiliation, or dissolution of the Chapter. Each member present shall be entitled to one vote. Members not present shall not be entitled to vote; proxy voting shall not be allowed.

ARTICLE III: BOARD OF DIRECTORS

Section 1. The control and conduct of business of the Chapter shall be vested in its Board of Directors. The Board shall include (a) the elected officers, (b) chairpersons of Standing and Special Committees, and (c) other interested members as appointed by the President.

Section 2. Board members shall attend at least one board meeting per calendar year in order to remain on the board.

Section 3. Regular meetings of the Board of Directors shall be held monthly, or as determined by the Board of Directors. All Board of Directors must be notified by the President, or by another designated Board member, of the next scheduled board meeting at least 21 days in advance.

Section 4. For Board of Directors voting purposes, a quorum is defined as the majority of the number of Board of Directors. A quorum of the Board of Directors must be present for a vote by the Board. Each member present shall be entitled to one vote. Members not present shall not be entitled to vote; proxy voting shall not be allowed.

Section 5. Special meetings of the Board may be called by the President or by the request of the majority of the Board.

Section 6. Policies of this Chapter shall be determined by referendum as composed by the Board of Directors, subject to the approval of the membership.

ARTICLE IV: OFFICERS

Section 1. The elected officers of the Society shall be President, Vice President, Secretary, and Treasurer. All officers, including the President, shall serve two-year terms, or as determined by the Board.

Section 2. In the case of a vacancy in the office of President occurring during the term of office, the Vice President shall automatically assume the office of President for the remainder of the former President's term. A vacancy in any other office shall be filled by the majority vote of the Board of Directors.

Section 3. The President shall be President of the Chapter, Chairman of the Board of Directors, and an ex-officio member of all committees and shall perform all duties associated with the office of President. The President shall select the format of the Board meetings; in-person, virtual, remote, conference call, etc.

Section 4. The Vice President shall assist the President in carrying out his or her duties, as delegated by the President, and shall preside at all meetings in the absence of the President.

Section 6. The Secretary shall document the proceedings of Board and Chapter meetings. The Board meeting minutes shall be distributed to all Board members within seven days of each meeting; Annual and Special Chapter meeting minutes shall be distributed to the membership within 15 days. The Secretary shall maintain an electronic file of all meeting minutes that are accessible to all officers and the Board of Directors. (*i.e. Google Drive*)

Section 7. The Treasurer shall serve as Chairman of the Finance Committee. He or she shall have access to receive and disburse Chapter funds, as ordered by the Board, and shall be responsible for managing the Chapter checking account, bank debit card, and PayPal account activities. All checks and drafts of the Chapter may be signed by the Treasurer, or other officers, as directed by the Board and certified by the banking institution. One signature shall be required.

The Treasurer shall be responsible for reporting to the Board at their regular meetings, or as requested. He or she shall be responsible for maintaining and completing in a timely manner, the following reports, as deemed necessary, but not limited to: 1) Annual End-of-Year Treasury Report, to include Balance Sheet, Statement of Revenue and Expenses and spreadsheet of all Receipts and Disbursements; 2) Annual Remittance Form and Registration Statement for a Charitable Organization Form 102 for The Virginia Department of Agriculture & Consumer Services Office of Charitable and Regulatory Programs; 3) annual electronic Form 990-N to the Department of Treasury/IRS; 4) Statement of Annual Registration Fee Assessment and Annual Report to the Commonwealth of Virginia State Corporation Commission; 5) Chapter Annual and Financial Reports to the National Audubon Society; and 6) Retail Sales and Use Tax Certificate of Exemption, along with other tax documentation, as necessary. The Treasurer shall also be responsible for ensuring that the Chapter has a Commercial General Liability Policy in effect.

ARTICLE V: NOMINATING COMMITTEE

Section 1. Sixty (60) days before an election, the Board of Directors shall appoint and announce to the membership, a Nominating Committee consisting of three members. Suggestions for nominations may be submitted to the Committee by any member of the Chapter.

Section 2. The Nominating Committee shall present a slate of candidates for offices and nominations will be invited from the floor at time of election.

ARTICLE VI: ELECTIONS

Section 1. The election of officers shall take place at the Annual Meeting. Officers shall be elected by a voice vote of the membership present. However, in the event there is more than one candidate for any office, the elections to such office shall be by ballot and will require membership registration upon receipt of the ballot. Nominations from the floor will be written in on such ballot. On election result counts by ballot, the number of ballots shall equal the number of registrants. Members not present shall not be entitled to vote; proxy voting shall not be allowed.

Section 2. Newly elected officers shall be installed into office the following January.

ARTICLE VII: COMMITTEES

Section 1. The President, with the approval of the Board of Directors, shall appoint chairpersons of Standing Committees who shall in turn solicit committee members.

Section 2. The President, with the approval of the Board of Directors, may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment.

Section 3. Standing Committees of this Society are as follows:

FINANCE COMMITTEE

The Treasurer shall be the Chair of the Finance Committee. The President shall appoint a maximum of three additional Board members to serve on this committee. It shall be the duty of this committee to plan the annual budget and make recommendations for obtaining financial support. The committee members shall assist the Treasurer, as delegated by the Treasurer. Financial accounts shall be audited as specified by the President.

MEMBERSHIP COMMITTEE

It shall be the duty of this committee to coordinate with the Membership Department of the National Audubon Society to maintain updated names and addresses of members residing within the Chapter area. The committee shall conduct membership campaigns and encourage donations. The committee shall distribute to each new member, a letter of welcome along with a copy of the current Bylaws and the most recent newsletter publication.

PROGRAM COMMITTEE

It shall be the duty of this committee to coordinate and promote interest in and appreciation of the Chapter's Mission. This shall include, but not be limited to, lectures, programs, field trips and social gatherings.

CONSERVATION COMMITTEE

The Conservation Committee shall focus on the Chapter's Mission in the local community. It shall be the duty of this committee to assist Chapter project managers on projects that serve to enhance the habitat, such as, but not including, native cavity-nesting bird nest box trails, purple martin colonies, bat houses, pollination gardens, arboretum, etc.

EDUCATION COMMITTEE

It shall be the duty of this committee to inform and educate the public about the natural environment, conservation and preservation. This committee shall coordinate with schools, colleges, libraries, and other venues, to conduct courses, lectures and workshops. The Education Committee shall coordinate with LFCC staff to select candidates for the NSVAS Tim Melton Memorial Scholarship. The Board of Directors will vote on the recipient of the award.

OUTREACH COMMITTEE

It shall be the duty of this committee to publicize the purposes and programs of this Chapter via multimedia. Subcommittees shall include, but not be limited to, Website, Newsletter, and Facebook, etc.

ARTICLE VIII: COMMITMENTS

This Chapter, Officers or Board of Directors, shall not enter into any commitments binding the National Audubon Society without its authorization. In like manner, the National Audubon Society shall make no commitments binding on this Chapter without its consent.

ARTICLE IX: DISCONTINUANCE

This Chapter 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. In the event of dissolution of the Chapter, all Local Memberships are null and void.

ARTICLE X: PARLIAMENTARY AUTHORITY

In matters not covered by these Bylaws, Robert’s Rules of Order Newly Revised shall govern.

ARTICLE XI: AMENDMENTS

A committee appointed by the President of the Chapter for the Amendment of The Constitution and Bylaws shall prepare a revised document for presentation to the Board of Directors. A quorum of the Board shall be required for document approval. Upon Board approval of said document, the membership of this Chapter shall be notified by postcard to last known physical address, or electronically, at least 15 days in advance of the special meeting. The revised document shall be available for review on the Chapter website. At the special meeting, a voice majority vote will take place to adopt said document. However, in cases of document rejection, the suggested revised document will be readdressed by the Board of Directors and the process will be presented again for membership approval.

CERTIFICATE OF DOCUMENTATION

This is a true and approved copy of the Mission, Constitution and Bylaws of The Northern Shenandoah Valley Audubon Society, signed this 7th day of February, 2022.

David T. Borger
(Name)

President

James L. Smith
(Name)

Immediate Past President
Witness (Title)

Kaycee Durst Lichliter
(Name)

Treasurer
Witness (Title)