

BYLAWS OF
GRAND RAPIDS AUDUBON CLUB, INC.
Adopted January 28, 2013

The Bylaws of the Grand Rapids Audubon Club, Inc., as amended June 1975; April 25, 1983; January 30, 1984; January 25 1988; January 28, 1991; and October 27, 2008, as well as the Constitution of the Grand Rapids Audubon Club, Inc. as amended June 1975; April 25, 1983; November 28, 1988; and March 27, 1989, are hereby amended and restated.

ARTICLE 1 – NAME AND AFFILIATION

The name of this organization shall be “Grand Rapids Audubon Club.” Within the text of this document, “the Club” refers to the General Membership of the Grand Rapids Audubon Club. Grand Rapids Audubon Club has no formal affiliation with any other Audubon group.

ARTICLE II – OBJECTIVES / PURPOSE

The objectives of the Club shall be to bring into closer association those interested in the study of wild birds and in the conservation of natural resources; to further the knowledge, understanding, and appreciation of ecology and to cooperate with other organizations having similar objectives.

ARTICLE III – MEMBERSHIP

Section 1 – Eligibility

Any person interested in the objectives of the Club shall be eligible for membership. To attend Club functions, a member under fourteen years of age must be accompanied by a parent or guardian.

Section 2 – Classes of Membership

There are eight (8) classes of membership:

- Student, including college undergraduates
- Retiree
- Individual
- Family, including husband and/or wife and children under eighteen years of age
- Sustaining
- Patron
- Life
- Honorary

Section 3 – Admission to Membership

Admission to membership in any classification – except Honorary – shall be by payment of the prescribed dues for such class of membership. Membership shall be non-discriminatory (per Article X). Admission to Honorary membership may be conferred by a majority vote of members at a Club meeting, upon such persons who have made a contribution to the Club or its purposes, deemed worthy of this honor.

Section 4 – Dues

The amount of dues applicable to each of the classes of membership shall be recommended by the Board of Directors, and voted upon by the General Membership at the Annual Meeting in May. A simple majority is required for passage. Dues shall be paid to the Treasurer at or before the first meeting in September. Membership will be terminated if dues are not paid by November 30. Any new member paying dues at or after the March meeting will have membership paid through the following fiscal year.

ARTICLE IV – OFFICERS

Section 1 – Officer Titles and Election

The Officers of the Club shall be President, Vice-President, Secretary, Treasurer and Assistant Treasurer. Any member in good standing shall be eligible to hold office. Officers shall be elected by majority vote of those members present at the Annual Meeting in May, for a term of one year, and may be re-elected but to only one term in succession; except for the offices of Treasurer and Assistant Treasurer, which may have unlimited, successive one-year terms. Terms of office shall conform to the fiscal year of the Club, July 1 through June 30.

Section 2 – Duties of Officers

A. President

1. Facilitate all meetings of the Club, Board of Directors and Executive Council.
2. Exercise general supervision over the interests and welfare of the Club.
3. Appoint all Committee chairpersons, and also the Resident Agent, subject to approval by the Executive Council.
4. Be an *ex-officio* member of all meetings of the Club.
5. Be an *ex-officio* member of the Board of Directors and the Executive Council, except when the vote is by ballot, or when the Chair's vote will change the result of the vote, as described in Robert's Rules.
6. Be an *ex-officio* member of all Committees, except Nominating Committee, of which the President shall *not* be a member.
7. Act on behalf of the Club, with Board approval, as spokesperson to the public and to the public media.
8. Perform such duties as are required by the Board of Directors, the membership and the Bylaws.
9. Maintain copy file of Organizational Records pertinent to this Office, as originally adopted by the Board of Directors on Nov. 28, 2011 and periodically updated, for the duration specified in the Organizational Records Policy.

B. Vice-President

1. Act in the Absence of, or during the incapacity of, the President.
2. Serve as Program Chairperson (soliciting, contracting and introducing speakers) unless relieved by the Executive Council.
3. Perform such other duties as may be assigned by the President or the Board of Directors.
4. Maintain copy file of Organizational Records pertinent to this Office, as originally adopted by the Board of Directors on Nov. 28, 2011 and periodically updated, for the duration specified in the Organizational Records Policy.

C. Secretary

1. Write and maintain Minutes of the meetings of the Executive Council, the Board of Directors, and the Annual (May) General Membership Meeting.
2. Perform other duties as may normally be a part of the office of Secretary or as assigned by the President and the Board of Directors.
3. Maintain copy file of Organizational Records pertinent to this Office, as originally adopted by the Board of Directors on Nov. 28, 2011 and periodically updated, for the duration specified in the Organizational Records Policy.

D. Treasurer

1. Receive, account for and deposit in a bank or similar financial institution, all funds of the Club, as directed by the Board of Directors.
2. Make authorized disbursements by the issuance of checks.

3. Maintain appropriate financial records, which shall be subject to inspection by the Board of Directors and Audit per Article VI of these Bylaws.
4. Prepare and submit such financial statements or reports as may be required by laws or regulations and/or as requested by the President, Board or Club.
5. Solicit assistance, as appropriate, from the Assistant Treasurer in executing the duties of the Office of Treasurer.
6. Perform such other duties as may be assigned by the President or Board of Directors.
7. Maintain copy file of Organizational Records pertinent to this Office, as originally adopted by the Board of Directors on November 28, 2011 and periodically updated, for the duration specified in the Organizational Records Policy.

E. Assistant Treasurer

1. Keep an accurate record of the names and addresses of all Club members.
2. Assist the Treasurer in any way practicable; be an *ex officio* member of the Membership Committee, and perform other duties as may be assigned by the President or Board of Directors.

ARTICLE V – EXECUTIVE COUNCIL

Section 1 – Makeup of Executive Council

The Executive Council shall be composed of nine (9) persons: five (5) Officers and four (4) elected Members-at-Large.

Section 2 – Duties of Executive Council

- A. Have general supervision of the affairs of the Club between meetings of the Board of Directors.
- B. Approve by majority vote committee chairperson appointments made by the President.
- C. Authorize at least one (1) other Officer, in addition to the Treasurer, to issue and sign checks.
- D. Perform such other duties as may be prescribed by these Bylaws.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 – Makeup of Board of Directors

The Board of Directors is composed as follows:

- Executive Council (nine (9) members: Officers and Members-at-Large, per Article V)
- Immediate Past President (non-voting)
- Standing Committee Chairpersons

All members of the Board of Directors serve as Volunteers.

Section 2 – Terms of Office

- A. Officers are elected for 1-year terms. See Art. IV Sec. 1 for allowable number of terms.
- B. Members-at Large are elected for a single two (2)-year term and shall not be eligible for re-election to successive terms. Two (2) Members-at-Large are to be elected each year by majority vote of the general membership present at the Annual Meeting.
- C. Immediate Past President may serve not more than one (1) year.
- D. Standing Committee Chairpersons may serve as long as they are willing and approved by the Board.
- E. All Board members may serve more than one (1) position, which is Board-eligible, but may have no more than one (1) vote on the Board.

Section 3 – Duties of the Board of Directors

- A. Have general supervision of the affairs of the Club.
 1. Make recommendations to the Club for action on such items as budget, projects and proposed non-budgeted expenditures over Two Hundred dollars (\$200.00). Cumulative

non-budgeted expenditures by the Board shall not exceed One Thousand dollars (\$1,000.00) in any fiscal year.

2. In the event of a vacancy in any Office, fill the vacancy for the unexpired term.
 3. Administer all funds, both general and special/dedicated funds.
 4. Prepare a budget for each fiscal year and submit it for consideration and vote of the Club at the Annual Meeting.
 5. Establish Guidelines covering duties of all committees.
 6. At the discretion of the Board, but no less than every three (3) years, direct an Audit of the Treasurer's records.
 7. Perform such other duties as may be prescribed by these Bylaws.
- B. Act on behalf of the Club on matters that represent the membership of the Club.

When a situation or event occurs where action on behalf of the Club is required or deemed prudent by the Board, prior to a regular meeting of the General Membership:

1. Such action shall not be taken for any decision, which under these Bylaws requires a vote of the General Membership.
2. The Board has the option to poll Board members by telephone or E-mail, with majority required to approve the action. In the event of such a telephone or E-mail approval, documentation of the action, by whom it was requested, the date required for the action to be effective, the date of the next scheduled General Membership meeting and reference to this Bylaws provision shall be included in the minutes of the next Board meeting.
3. The Minutes of the Board meeting at which such action is decided shall include: documentation of the specific action requested, by whom it was requested, the date required for the action to be effective, the date of the next scheduled General Membership meeting and reference to this Bylaws provision as authority for the Board to act.

ARTICLE VII – COMMITTEES

Section 1 – Types of Committees

There shall be two (2) types of committees: Standing and Special. The President shall be an *ex-officio* member of all committees, but shall not be a member of the Nominating Committee. Committee Chairpersons shall be appointed by the President, subject to approval by majority vote of the Executive Council.

Section 2 – Standing Committees

Standing Committees, to be appointed each year, are:

Audio/Visual	Conservation	Hospitality	Nominating
Bird Reports	Field Trips	Junior Audubon	Publicity
Caller Editor	Finance	Library	Scholarship
Caller Publisher	Fund Development	Maher Audubon Sanctuary	Website
Christmas Count	Historian	Membership	

Section 3 – Special Committees

Special Committees may be appointed as deemed necessary by the President, Executive Council or Board of Directors. Time duration of each Special Committee shall be limited to no more than the achievement of the assigned task for the committee.

Section 4 – Resident Agent

A Resident Agent shall be appointed by the President, subject to approval by a vote of the Executive Council. Duties of the Resident Agent are:

- A. To maintain a registered office postal mailing address (not a P.O. Box), as required by the State of Michigan, Department of Licensing and Regulatory Affairs, or current relevant agency.
- B. To advise the Bureau of any change in the name of the Resident Agent or location of the registered office.
- C. To accept service of Process or any other legal notices, recording the time and date thereof and promptly notifying the GRAC President or Board of Directors.
- D. To keep, maintain and preserve all legal papers and documents which have to do with the operation of this corporation – Grand Rapids Audubon Club – or its property, in the corporate record book or file.

ARTICLE VIII – MEETINGS

Section 1 – Quorum and Parliamentary Authority

- A. A Quorum of any meeting of the Club shall consist of the members present, except for a meeting of the Board of Directors.
- B. Parliamentary Authority for all matters of procedure is Robert’s Rules of Order, Newly Revised, most current edition.

Section 2 – Executive Council Meetings

The Executive Council shall meet as deemed necessary by the President.

Section 3 – Board of Directors Meetings

- A. The Board of Directors shall meet monthly, except June, July, December and May*. Other Board meetings may be held when deemed necessary by the President or the Executive Council.
- B. A Quorum of the Board of Directors shall be at least nine (9) members of the Board.

Section 4 – Committee Meetings

Frequency and dates of Committee meetings are to be determined by each Committee.

Section 5 – General Membership (Club) Meetings

Regular meetings of the Club shall be held once per month, except during the months of December, June, July and August. The May meeting shall be known as the Annual Meeting, at which time the membership shall vote on the following:

- Budget for the next fiscal year
- Officers for the next fiscal year
- Members-at-Large for the Board of Directors (two (2)-year term)

Section 6 – Special Meetings

Special meetings of the Club may be called by the Board of Directors at the request of at least ten (10) Club members. The time and place of any Special meeting shall be determined by the Executive Committee.

ARTICLE IX – FUNDS AND FINANCE

Section 1 – Fiscal Year

The Club shall operate on a fiscal year basis, which shall be from July 1 through June 30.

Section 2 – Dues

Changes in dues for the various classes of membership as designated in Article III of this document, shall be recommended by the Board of Directors and approved by majority vote of the members at the Annual Meeting.

Section 3 – Other Revenue

Funds or revenue from sources other than dues, gifts or contributions and bequests, may be raised by means of activities recommended by the Board of Directors.

Section 4 – Educational and Memorial Scholarship Funds

The Club may grant scholarships, including the Harry F. Stiles Scholarship appointment to a National Audubon camp or workshop. Scholarships shall be offered to recipients upon recommendation of the Scholarship Committee, and approved by the Board of Directors. The amount of each scholarship granted shall be established by the Board of Directors.

ARTICLE X – NON-DISCRIMINATION

Membership of this Club, and eligibility for scholarships which it awards, shall not be based upon race, color, creed, sex, national origin or any other category.

ARTICLE XI – LIABILITY

Section 1 – (Club) / Corporation Liability

The (Club)/Corporation assumes all liability to any person other than the (Club)/Corporation or its members from all acts or omissions of the volunteer Directors, occurring after January 1, 1988.

Section 2 – Volunteer Directors: Non-Liability

Volunteer Directors of the Club shall not be personally liable to the Club for monetary damages for a breach of the Trustee's fiduciary duty, except in the event of any of the following:

- A. A breach of the Director's duty of loyalty to the Club;
- B. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
- C. A violation of MCL 450.2551(1) of the Michigan Non-Profit Corporation Act, as amended;
- D. A transaction from which the Director derived an improper personal benefit;
- E. An act or omission occurring before the date of this amendment;
- F. An act or omission that is grossly negligent.

ARTICLE XII – AMENDMENTS

These Bylaws may be amended at any regular meeting of the Club by a two-thirds (2/3) vote of the members present, providing notification of the proposed amendment has been given to Club members in writing at least ten (10) days before such a meeting.

ARTICLE XIII - DISSOLUTION

The Club may be dissolved at any time by a vote of a simple majority of the members present and entitled to vote, at a Special Meeting of the Club called for that purpose. In the event of Dissolution, all assets real or personal shall be distributed to such a non-profit organization, selected by the Board of Directors, as is exempt under Section 501(c)(3) of the 1954 Internal Revenue Code or the corresponding provisions of the most current United States Internal Revenue Law.

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