

# **BYLAWS OF GRAND RAPIDS AUDUBON CLUB, INC.**

Adopted February 26<sup>th</sup>, 2024 at the General Membership Meeting

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; October 27, 2008; and January 28, 2013, 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 I – 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. Existing and/or new affiliations with clubs or groups shall be reviewed by the Board on an annual basis. Any proposed affiliation changes shall be subject to a vote of the general membership.

## **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. Grand Rapids Audubon Club is a registered non-profit 501(c)(3) and complies with all rules and regulations associated with that status. While the Grand Rapids Audubon Club cannot endorse specific political candidates, we advocate and educate on behalf of conservation efforts which support the preservation of birds and our natural landscape.

## **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 a responsible adult.

### **Section 2 – Classes of Membership**

There are five (5) classes of membership:

- Family
- Honorary
- Individual
- Life
- Senior

### **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 shall be proposed by the Board and confirmed 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. A term of membership in the Club begins immediately upon receipt of dues payment and will remain current for a period of one year from the time of payment.

## **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.; 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 November 28, 2011 (see Appendix A) 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, introducing speakers, and ensuring A/V needs are met) 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 November 28, 2011 (see Appendix A) 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. Act in the Absence of, or during the incapacity of, the President and the Vice-President.
4. Maintain copy file of Organizational Records pertinent to this Office, as originally adopted by the Board of Directors on November 28, 2011 (see Appendix A) 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 and serve as a signatory (a person who has signature authority over an account) for all Club financial accounts
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. Share all financial records with the Assistant Treasurer on a monthly basis.
5. 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.
6. Solicit assistance, as appropriate, from the Assistant Treasurer in executing the duties of the Office of Treasurer.
7. Perform such other duties as may be assigned by the President or Board of Directors.
8. Keep an accurate record of the names and addresses of all Club members.

9. Maintain copy file of Organizational Records pertinent to this Office, as originally adopted by the Board of Directors on November 28, 2011 (see Appendix A) and periodically updated, for the duration specified in the Organizational Records Policy.

#### E. Assistant Treasurer

1. Maintain familiarity with the financial records of the club and retain financial file backups.
2. Assist the Treasurer in any way practicable including helping with the annual budget development process.
3. Serve as an additional signatory for the club financial accounts.

### **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

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 reelection 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 Three Hundred dollars (\$300). Cumulative non-budgeted expenditures by the Board shall not exceed Twelve Hundred dollars (\$1,200) 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. Review the proposed annual budget for each fiscal year and submit it for consideration and vote of the General Membership at the Annual Club May Meeting.
5. Establish Guidelines covering duties of all committees.
6. Every three (3) years or anytime at the discretion of the Board, direct an Audit of the Club's Financial 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 means of E-mail or video conference with majority required to approve the action. In the event of such , E-mail or video conference 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:

Birdathon	Field Trips	Maher Sanctuary
Caller Editor	Historian	Publicity
Caller Publisher	Hospitality	Scholarship
Christmas Count	Library	Website

## **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 eight (8) 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 terms)

### **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 promote and support nature-related educational opportunities. 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 general membership 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, elected 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.

## **Appendix A – Organizational Records**



ADOPTED BY BOARD  
11/28/2011

### Organizational Records

<u>Document Type</u>	<u>Value</u>	<u>Minimum Retention Requirement</u>	<u>Officer Responsible</u>
Articles of Incorporation, Bylaws, IRS Letter of Determination, Mission Statement, Exemption Status papers, Forms 1023 or 1024, Form 8734, and other Organizational founding documents	Legal, historic	Permanently	President
Assistance request log	Administrative, historic	7 years after closure	Secretary
Board meeting minutes, mailing lists	Administrative	Permanently	Secretary
Contracts, mortgages, notes, deeds, and leases	Financial	Permanently	President with treasurer having a copy
Correspondence (general)	Administrative, historic	2 years; permanent if from a group who has since disbanded	Secretary
Correspondence (Assistance requests)	Administrative, historic	2 years after completion, or as long as still relevant	Secretary
Formal meeting notes (e.g. Development Committee, Grant Review Committee)	Administrative, historic	Permanently	Secretary and/or Committee Chair
Informal (handwritten) meeting notes (e.g. staff meetings)	Administrative	2 years, or longer if topics remain relevant	Secretary
Grant proposals (funded), Reports, correspondence, etc.	Administrative, historic, legal	7 years after closure	President
Grant Proposals (rejected) - Correspondence, etc.	Administrative, historic	2 years after rejection	President
Insurance Records: Accident Reports and Claims, Policies	Administrative	Permanently	President

<b>Newsletter</b>	Administrative, Historical	Permanently	Secretary & Historian
<b>Partnership files – formal meeting notes, official correspondence and record /summary of involvement</b>	Administrative	Permanently	President
<b>Presentations given</b> • Presentations that can be reused • Presentations for one use	Administrative, historic	• 7 years • 2 years	
<b>Photographs</b> • High quality with details of event • Photos missing details of event	Administrative, historic	• 10 years or permanently • 2 years • 2 years	Historian
<b>Press clippings</b>	Historic	Permanently if hard copy without back up or electronic; 2 years for hardcopy with backup	Historian
<b>Property records, appraisals, blueprints, diagrams</b>	Administrative, Historic	Permanently	President
<b>Listserv emails</b> • Weekly announcements • Sign-on letters	Historic, administrative	• 2 years • 7 years	Historian Secretary
<b>Scholarship applications and awards</b>	Administrative	Permanently	Scholarship Committee
<b>Strategic Plan</b>	Administrative	Permanently	President
<b>Workshop files:</b> • Attendee List • Marketing • Invoices • Contracts • General Correspondence • General information	Administrative, Historic	Permanently 7 years Permanently Permanently 2 years Permanently	President and Workshop Chair
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## Financial Records

<u>Document Type</u>	<u>Value</u>	<u>Minimum Retention Requirement</u>	<u>Officer Responsible</u>
Accounts Receivable & Payable – ledgers and schedules	Financial	7 years	Treasurer
Audit Reports, Financial Statements(year end), general ledgers, private ledgers, trial balance, journals	Financial	Permanently	Treasurer
Audit Reports – Internal	Financial	3 years	President/Treasurer
Bank reconciliation	Financial	3 years	Treasurer
Budgets	Administrative, historic, legal	7 years	Treasurer
Bank Statements, deposit records, electronic fund transfer documents & cancelled checks	Financial	3 years	Treasurer
Canceled checks for important purchases	Financial	Permanently	Treasurer
Chart of Accounts	Financial	Permanently	Treasurer
Contracts with, invoices from, vendors	Administrative, historic, legal	7 after expiration/payment	Treasurer
Depreciation Schedules	Financial	Permanently	Treasurer
Donations	Financial	7 years	
Expense analyses	Financial	7 years	Treasurer
Expense reports	Administrative, historic, legal	7 years after end of employment	Treasurer
Invoices	Financial	7 years	Treasurer

<b>Inventory records</b>	Financial	7 years	Treasurer
<b>Loan Documents &amp; Notes</b>	Administrative, Financial	Permanently	President & Treasurer
<b>Payment vouchers</b>	Financial	7 years	Treasurer
<b>Purchase Orders</b>	Financial	7 years	Treasurer
<b>Vendor contracts</b>	Financial, Administrative	7 years after expiration	Treasurer/President
<b>Sale Records</b>	Financial	7 Years	Treasurer
<b>Subscriptions/memberships</b>	Administrative, historic, legal	2 years after end of subscription	
<b>Stocks and Bonds (canceled)</b>	Financial	7 years	Treasurer
<b>Tax returns and Worksheets</b>	Administrative, Financial	Permanently	President
<b>Trademark registrations and copyrights</b>	Administrative	Permanently	President