



Becoming a Chapter of Michigan Audubon

Thank you for your interest in joining our network of chapters throughout the state of Michigan! We rely on our chapters, members, and donors to help support, promote, and fund efforts in conservation, education, and research, including: land acquisitions, habitat protection and restoration, advocacy and outreach work, bird-friendly programs, statewide and local events, programs, our young birders camp, and more.

Michigan Audubon and National Audubon Society -- what's the difference?

Michigan Audubon, incorporated in 1904, is a year older than National Audubon Society. While we work with National Audubon in support of bird conservation, Michigan Audubon is an independent 501(c)3 and the state's oldest conservation organization with dozens of both bird sanctuaries and chapters throughout the state. Our chapters, also independent from National Audubon Society, exist in communities statewide in order to support and extend our mission of conservation, education, and research.

According to Michigan Audubon's Bylaws, **ARTICLE VIII, CHAPTERS:**

Section 1 Any group of persons residing in a particular area and having the same purposes as MAS may apply for recognition by the Board as a chapter of Michigan Audubon.

Section 2 Each chapter shall be organized with elected officers and Bylaws setting forth policies and procedures. The Bylaws of each chapter shall not be in conflict with the Bylaws of Michigan Audubon and shall be approved by the MAS Board.

The Bylaws of each MAS chapter must contain clauses essentially the same as those contained in Article II, Sections 2 and 3 of the MAS Bylaws, and the following clause:

“This chapter, or its officers or Board shall not enter into any commitments binding on MAS without written authorization from the latter. In like manner, MAS shall make no commitments binding on this chapter without its written consent.”

Section 3 Each chapter shall enjoy such privileges as may be provided for in these Bylaws or by the Board of Michigan Audubon. Chapter status once granted shall continue as long as the chapter continues to meet the requirements as outlined in Sections 1 and 2 above and such other requirements as may be established by the Board.

Section 4 Each chapter reserves the right to terminate its MAS chapter status on six months' notice, given in writing, to the MAS Chairperson, with reasons for the termination. In like manner, MAS reserves the right to terminate a chapter status on six months' notice given in writing to the chapter president, stating the reasons for termination. In the event that chapter becomes inoperable or dissolves, the termination shall be effective as of the date determined that the chapter no longer functions.

Section 5 Each chapter can nominate a person to serve as Regional Representative. The members at large, via publication in the JPW, will vote one Regional Representative from each of the six regions. The Regional Representative will serve for a 3-year term. They shall take office March 31 subsequent to election.

Additionally, at least **10 members of the chapter should be members of Michigan Audubon**. In order to vote in Michigan Audubon board elections, members of chapters should also be members of Michigan Audubon.

Application:

We ask that any groups interested in becoming an official chapter please [complete an application](#) for review by the organization's board of directors.

Contacts:

Michigan Audubon Administrative Office

2310 Science Parkway, Suite 200

Okemos, MI 48864

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Reference:

MICHIGAN AUDUBON SOCIETY BYLAWS
Approved February 29, 2008

ARTICLE I

NAME

The name of this organization shall be “The Michigan Audubon Society”, hereinafter referred to as MAS or as “Michigan Audubon”.

ARTICLE II

PURPOSE

Section 1

Mission – Michigan Audubon Society connects birds and people for the benefit of both through public education, conservation, and research.

Organizational Vision – Michigan Audubon is the state’s leading resource, advocate, and partner in bird conservation.

World Vision – Michigan Audubon envisions and enables a world in which birds and people coexist for the benefit of both.

Michigan Audubon Slogan – “Protecting birds to preserve the future”

Section 2 Michigan Audubon is a 501(c)3 organization and 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 Michigan Audubon are irrevocably dedicated to charitable purposes and no part of the property, assets, profits, or net income of Michigan Audubon shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution, or upon abandonment, the assets of Michigan Audubon remaining after payment of or provision for all debts and liabilities of Michigan 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 Michigan Audubon, as the Board of Directors of Michigan Audubon 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 Michigan Audubon’s activities shall consist of attempting to influence legislation, nor shall Michigan Audubon participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE III MEMBERSHIP

Section 1 Any person or organization interested in the purposes of Michigan Audubon is eligible for membership.

Section 2 Classes of membership and dues shall be set forth by the MAS Board.

Section 3 Each membership category shall be entitled to one vote only. Members carrying more than one membership shall be entitled to one vote only.

ARTICLE IV MEETINGS OF MEMBERS

Section 1 The annual meeting of the members of Michigan Audubon for such business as may properly come before it shall be held not earlier than the third week of February or later than the third weekend of May of each year at the time and place to be decided by the Board of Directors.

Section 2 Notice of the annual meeting and all other meetings of the members shall be by mail at least 30 days prior to the date of such meetings.

Section 3 Special meetings may be called by the Board of Directors upon written request of twenty five (25) members in good standing. The notice of call shall be the same as provided for the regular annual meeting.

Section 4 Thirty (30) members in good standing shall constitute a quorum at any meeting of the members of Michigan Audubon, but those present at any duly called meeting, although less than a quorum, may adjourn the meeting by majority vote without further notice, to any given time or from time to time.

ARTICLE V BOARD OF DIRECTORS

Section 1 The Board of Directors, hereinafter referred to as the Board, shall consist of 12 elected board members and most-recent past presidents of Michigan Audubon with voting privileges. Other former Presidents of Michigan Audubon will be designated Board Member Emeriti without voting privileges. Past Presidents can opt out of the ex

officio status if they prefer. All members of the Board must be members in good standing of Michigan Audubon.

Section 2 Of the twelve (12) elected directors, four (4) shall be elected each year for a term of three (3) years. They shall take office on March 31 subsequent to election.

Section 3 The election of directors shall be by membership vote conducted during the month of February of each year. The Board shall cause to be prepared, and submitted to each member of Michigan Audubon a ballot prepared by an elections committee and approved by the Board prior to the election. Such ballot shall include a space for write-in candidates.

Section 4 Directors shall be eligible for re-election or reappointment for three terms and can be re-elected or re-appointed after a one year absence.

Section 5 Any director, who fails to attend at least two (2) meetings per year without just cause or to perform the work for which board member is responsible, or for any other cause, shall be removed from the board by a two-thirds vote of the directors present and voting at any regular meeting or any special meeting called for that purpose. Notification prior to the vote must be given to that director.

Section 6 The Executive Committee shall nominate one or more candidates for each vacancy created by the removal or resignation of an elected director. The notice of intent to fill the vacancy shall be stated in the call for the next meeting of the Board, and the un-unexpired term shall be filled by a majority vote of the Board members present and voting.

Section 7 The Board is responsible for governing Michigan Audubon on behalf of its members and shall develop, or cause to be developed, general policies of Michigan Audubon. The Board shall delegate to the Executive [Committee] Director, or if there is no Executive Director to the Executive Committee, the power and authority to carry out these policies and supervise the management and operation of Michigan Audubon.

Section 8 The incurring of a debt in behalf of Michigan Audubon shall require a two-thirds favorable vote of the Board members present and voting at any Board meeting. The notice of such proposed action shall be included in the call of the meeting.

Section 9 One half plus one of the number of elected and appointed board positions shall constitute a quorum at any meeting of the Board (this count can include current elected, appointed and past president members). Those present at any duly called meeting, although less than a quorum may adjourn the meeting.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

Section 1 The call for meetings shall (except in emergencies) be made in writing. Insofar as possible the agenda shall be distributed in the call for meetings. Additional items may be considered at any meeting.

There shall be at least quarterly meetings of the Board including the annual meeting at times and places as may be approved by the Board.

Special meetings of the Board may be called by the president at any time and shall be called by the president upon written request of any ten (10) Board members.

Board members present in real-time, in person or electronically, to have the same voting privileges as those present. (May 5, 2010)

ARTICLE VII OFFICERS

Section 1 The officers of the Michigan Audubon Board shall include a president, secretary, treasurer, and if desired, one or more vice presidents. Officers must be members of, and elected by, the Board.

Section 2 The officers shall be elected by the Board at the first meeting of the Board in the calendar year and shall assume their duties March 31.

Section 3 The officers shall assume the duties normally incident to their respective offices and such other duties as may be prescribed by the Board. In the absence of a special resolution of the Board, the president and secretary shall have authority to execute all deeds and non-fiscal documents for and on behalf of Michigan Audubon.

Section 4 The treasurer shall be a member of the Finance Committee. The board shall have custody of Michigan Audubon funds with proper accounting procedures. The treasurer shall present a current financial report to the Board at its regular meetings and will prepare an annual report on the financial condition of Michigan Audubon for distribution to the members at the annual meeting of the members. The board shall have the books of Michigan Audubon audited by a certified public accountant, copies of which shall be distributed to the Executive Committee, the Finance Committee and on request to any member of Michigan Audubon.

Section 5 Michigan Audubon will provide an adequate fidelity bond for any officer or person authorized by resolution of the Board to execute fiscal documents or handle Michigan Audubon funds.

ARTICLE VIII CHAPTERS

Section 1 Any group of persons residing in a particular area and having the same purposes as MAS may apply for recognition by the Board as a chapter of Michigan Audubon.

Section 2 Each chapter shall be organized with elected officers and Bylaws setting forth policies and procedures. The Bylaws of each chapter shall not be in conflict with the Bylaws of Michigan Audubon and shall be approved by the MAS Board.

The Bylaws of each MAS chapter must contain clauses essentially the same as those contained in Article II, Sections 2 and 3 of the MAS Bylaws, and the following clause:

“This chapter, or its officers or Board shall not enter into any commitments binding on MAS without written authorization from the latter. In like manner, MAS shall make no commitments binding on this chapter without its written consent.”

Section 3 Each chapter shall enjoy such privileges as may be provided for in these Bylaws or by the Board of Michigan Audubon. Chapter status once granted shall continue as long as the chapter continues to meet the requirements as outlined in Sections 1 and 2 above and such other requirements as may be established by the Board.

Section 4 Each chapter reserves the right to terminate its MAS chapter status on six months’ notice, given in writing, to the MAS Chairperson, with reasons for the termination. In like manner, MAS reserves the right to terminate a chapter status on six months’ notice given in writing to the chapter president, stating the reasons for termination. In the event that chapter becomes inoperable or dissolves, the termination shall be effective as of the date determined that the chapter no longer functions.

Section 5 Each chapter can nominate a person to serve as Regional Representative. The members at large, via publication in the JPW, will vote one Regional Representative from each of the six regions. The Regional Representative will serve for a 3-year term. They shall take office March 31 subsequent to election.

ARTICLE IX

NATURE CENTERS AND AFFILIATE ORGANIZATIONS

Section 1 Any group wishing to establish an MAS nature center or an MAS affiliate organization may apply to the Board. The application will be assigned to a committee for study and recommendation to the Board. Nature centers require an on-site inspection of the proposed property as part of the study.

Section 2 An affiliate organization (herein referred to as affiliate) is an organization other than a nature center, or chapter, which is legally connected with Michigan Audubon.

Section 3 A managing group shall be organized with elected officers for each of these organizations. Bylaws, policies and procedures shall be developed and be approved by the MAS Board. Any changes subsequent to the approved initial Bylaws, policies and procedures, will become effective only after the approval of the MAS Board.

Section 4 The Bylaws must contain statements similar to Sections 2 and 3 of Article II of these Bylaws. Also the nature center or MAS affiliate bylaws must contain the following clause:

“This nature center or MAS affiliate or its officers or Board, shall not enter into any commitments binding on the Michigan Audubon Society without written authorization from the latter”. In like manner, MAS shall make no commitments binding on this nature center or MAS affiliate without its written consent.

Section 5 MAS reserves the right to terminate the relationship with any of its nature centers or MAS affiliate on six months’ written notice, giving reasons for such action. In like manner, any nature center or MAS affiliate may terminate its relationship with MAS on six months’ written notice to the MAS Board giving reasons for such action.

Section 6 Title to real property may be acquired by an affiliated MAS nature center or affiliate organization, upon the approval by its respective Board of Directors, provided that the acquiring entity: 1) establishes an endowment fund appropriate to maintain and preserve the property for the purposes for which acquired; 2) is, creates or has a corporate or other appropriate entity to hold the titles; 3) obtains an appropriate environmental assessment showing no inappropriate hazards exists; 4) obtains the title free and clear of all liens and encumbrances other than those discharged at closing, and incurs and assumes no debt in connection with the acquisition for MAS; 5) maintains adequate liability insurance with Michigan Audubon Society and any other affiliate and entities involved, as an added insured; and 6) notifies Michigan Audubon Society prior to the acquisition. An MAS nature center or affiliate organization may convey title to, give a mortgage on, or otherwise transfer real property titled in its name only upon prior approval of MAS. The MAS Board of Directors must approve any exceptions to the above stated conditions.

Section 7 Nature centers and MAS affiliates shall be financially independent; however, routine financial reports and audits of fiscal operations must be submitted annually to the MAS Finance Committee. The fiscal year shall coincide with the MAS fiscal year.

Section 8 A nature center or affiliate may apply to the Internal Revenue Service for separate tax-exempt status.

ARTICLE X COMMITTEES

Section 1 There shall be a standing Executive Committee, a Nominating Committee, and an Audit/Finance Committee. The President and the Executive Director are ex-officio members on all committees.

Section 2 The Executive Committee shall consist of the Officers, most recent living past president, and the Executive Director (member without a vote) or may include another member of the board if any named position is not currently filled. This committee will

meet at least five (5) times a year on call of the President. It shall have and exercise the authority of the Board between meetings of the Board established by the Board. It shall supervise the Executive Director and if no Executive Director, the Executive Committee shall act as Director. This committee shall not have the authority to either accept or dispose of any fixed assets of Michigan Audubon, nor shall it have the authority to expend any funds in excess of those authorized in the fiscal budget. This committee shall coordinate the activities of all standing committees of the Board. A quorum shall consist of a majority of the voting members. During the absence of the President the VP will assume all duties of the President.

Section 3 The Audit/Finance Committee shall consist of the treasurer and the accountant and not less than two (2) other voting members. This committee, shall before the end of each fiscal year, recommend an operating budget for the next fiscal year. When approved by the Board the Executive Director shall be authorized to expend budgeted funds to the extent that same are available.

Section 4 Each standing committee chairman shall be a board member who may name a vice-chairman from the committee membership. Each standing committee may select members of Michigan Audubon other than Board members to also serve on the committee as voting members.

The Board shall cause a policy handbook to be prepared, which shall include the names, purpose, duties and responsibilities of each standing committee.

Section 5 The president may appoint ad-hoc committees and name the chairman. These committees shall confine their activities to the purpose for which they were appointed. They will not have power to act unless such is specifically granted.

ARTICLE XI

ACQUISITION AND DISPOSAL OF ASSETS

Section 1 Assets may be acquired by Michigan Audubon if they fulfill any of the conditions detailed below:

The holding of these assets is in accordance with the purposes of Michigan Audubon as detailed in Article II.

The assets can and will be converted into such form as to be in accordance with Article II.

Section 2 The Board may dispose of any real estate or investments if such disposal is to the benefit of Michigan Audubon. Any proposal to dispose of any real estate or investments must first be approved by the Executive Committee and approved by three-fourths vote of the members of the Board present and voting at any regular or special meeting called for that purpose. Notice of the proposal must be included in the call of the regular or special meeting.

Section 3 For the purpose of this article the term “real estate” shall be defined as land or buildings. Investments shall include any fiduciary instruments.

Section 4 The Board shall establish policies to govern the acquisition and management of assets.

ARTICLE XII ADMINISTRATION

Section 1 The Board on recommendation of the Executive Committee, or a special committee appointed for that purpose, may employ an executive director. The executive director shall be given the necessary authority to implement the policies of Michigan Audubon. The executive director shall report to the Executive Committee of the Board.

Section 2 The Executive Director shall be an ex-officio member of the Board and all committees, without voting rights, and shall attend all meetings of the Board and may attend board committee meetings.

Section 3 The Executive Director will implement policies established by the board and within the limitations of the approved budget. The Executive Director will employ such staff as is necessary to accomplish the goals of Michigan Audubon and implement the approved personnel and office policies.

ARTICLE XIII FUNDS

Section 1 General Fund: The operating funds of Michigan Audubon shall be accounted for in the General Fund. It shall be in the custody of the treasurer, and all checks, drafts, and orders for payment from this fund shall be signed in the name of Michigan Audubon by the treasurer or such other officers or agents as the Board may designate for that purpose.

Section 2 There shall be kept separately from the General Fund an Endowment Fund.

Section 3 The fiscal year of Michigan Audubon shall be designated by the Board.

ARTICLE XIV LIABILITY

Section 1 Exculpation. No director or officer of Michigan Audubon shall be liable for acts or defaults of any other director or officer or for any loss sustained by Michigan Audubon or any member thereof, unless the same has resulted from his or her own willful misconduct or gross negligence.

Section 2 Indemnification. Every director and officer of Michigan Audubon shall be indemnified by Michigan Audubon against all reasonable costs, expenses and liabilities (including attorney's fees) actually and necessarily incurred by or imposed upon him or her in connection with any claim, action, suit, proceeding, investigation, or inquiry of whatever nature in which he or she may be involved as a party or otherwise by reason of his or her having been a director or officer of Michigan Audubon whether or not he or she continues to be such at the time of the incurring or imposition of such costs, expenses or liabilities, except in relation to matter as to which he or she shall be finally adjudged to be liable for willful misconduct or gross negligence toward Michigan Audubon in the performance of his or her duties, or in the absence of such final adjudication any determination of such liability by the opinion of legal counsel selected by Michigan Audubon. The foregoing right of indemnification shall be in addition to and not in limitation of all rights to which such persons may be entitled as a matter of law and shall inure to the benefit of the legal representatives of such persons.

ARTICLE XV

RULES

The rules contained in "Robert's Rules of Order Revised" shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XVI

BY-LAWS

Section 1 These Bylaws may be adopted, amended, repealed, or added to by a favorable vote of two-thirds of the Board present and voting at any regular or special meeting of the Board, provided a verbatim notice of the proposed amendment shall have been given in the call for such a meeting.

Section 2 Any proposed change in the Bylaws must be submitted to the Executive Committee for review before it can be presented to the Board or the membership for action. Such review shall consist only of any necessary editorializing to make the language of the proposed change consistent with that in the existing Bylaws, without changing the intent of the proposed change. Final action on any proposed change must be taken by a least the second regular meeting of the Board after receipt of the proposed change from its initiator.

Section 3 An initiative petition by at least fifty (50) members, in good standing, of Michigan Audubon or any ten (10) members of the Board may at any time propose an amendment or repeal of any existing provision, or the addition of any new provision of the Bylaws, provided such proposal shall be made in writing and addressed to the president of the Board. After compliance with Section 2 of this article, verbatim notice of the proposed change shall be included in the call of the Board meeting.