

THE COUNCIL OF OHIO AUDUBON CHAPTERS
By-Laws and Mission Statement

MISSION STATEMENT

The mission of the Council Of Ohio Audubon Chapters (COAC) is to aid chapter development in strength, growth, and leadership through dialogue and networking between the Chapters, Audubon Ohio, and the National Audubon Society; and to provide an independent, collective voice of Ohio chapters and affiliates in all Audubon affairs.

The COAC will accomplish this mission by providing at least two inter-chapter forums per year.

The purpose of the forums would be:

1. To share and exchange successful programs and ideas with other chapter members;
2. To conduct workshops on chapter leadership, fund raising, and financial development, membership building, and increasing membership participation;
3. To provide an opportunity to discuss and take action on problems arising in a chapter's districts;
4. To provide support for other programs the chapters choose to participate in; and
5. To provide a means by which Audubon Ohio, National Audubon and chapter leaders can communicate on issues and concerns efficiently and economically.

BY-LAWS

Article I: Membership

1. Membership in the Council Of Ohio Audubon Chapters (COAC) shall be open to all Ohio chapters and affiliates that are in good standing with the National Audubon Society.

2. Should a chapter or affiliate cease its affiliation with the National Audubon Society, its membership in the COAC shall automatically be terminated.

3. Each chapter shall have one vote which may be cast by its assigned delegate at any COAC meeting or when necessary to carry out business.

Article II: Board of Trustees

1. All business of the COAC shall be conducted by the Board of Trustees.

2. Any Board meetings may be held by mail, conference call or other electronic means as determined by the Board.

3. The Board of Trustees shall consist of six (6) members, elected to staggered, three year terms by a vote of the members. The terms will run from July 1st through June 30th of the following year. Trustees cannot serve a second term until one year passes from the end of their term. Elections shall be held at an annual meeting set by the Board.

4. The Board of Trustees shall elect their own officers including: President; Vice President; Secretary; and Treasurer. The officers shall be elected at the first meeting of the Board each year. Should a vacancy occur at any time, the Board of Trustees shall appoint a succeeding Trustee.

5. Prior to the annual meeting, the President shall appoint a nominating committee to nominate a slate of candidates for the current Trustee positions. Additional nominations shall be accepted from the members present at the meeting.

6. The Board of Trustees may request donations or participation fees to support programs.

Article III: Duties of the Officers

1. The President shall be responsible for setting up and coordinating all COAC meetings, appointing all committee members; and carrying out all directives of the Board of Trustees. The President, in her

or his judgment, may call special meetings of the Board if necessary. In addition, the president shall serve on the board of the Ohio field office of the National Audubon society during his or her term of office. The president, with the approval of the board, shall appoint from the board, representatives to serve on the board of the Ohio field office of the National Audubon society

2. The Vice-President shall conduct and assume the duties of the President in the absence of the President and shall assist the president as needed.

3. The Secretary shall be responsible for the taking of minutes of all meetings of the Board and the COAC and shall safeguard the records for future reference.

4. The Treasurer shall be responsible for keeping the financial books and records of the COAC and shall disburse all funds as directed by the Board of Trustees. The Treasurer shall also receive and deposit all funds into COAC accounts and maintain appropriate financial records and shall prepare periodic financial statements for the Board of Trustees to review and approve; and shall prepare a yearly financial statement to be presented at the annual meeting.

Article IV: Meetings

1. In addition to any Board meetings, the Board of Trustees shall organize at least two general, chapter development meetings in the spring and fall of each year. The annual meeting shall take place at the Spring Chapter Development meeting. The agenda of the chapter development meeting shall consist of issues and topics for the benefit, development, and efficiency of the Chapters as stated in the Mission Statement. All COAC meetings shall be open to individual Audubon members who will be encouraged and invited to attend. The Chapter Development meetings may be developed in cooperation with the Audubon Ohio office.

2. All COAC meetings shall be informal and shall be run by consensus. If a vote should be necessary, the president or leader of any meeting or discussion may call for a vote on any issue after a reasonable opportunity has been given for discussion. A simple majority of the chapter delegates present will decide the issue.

Article V: Amendments

1. Amendments to these by-laws may be adopted by a majority of the chapter delegates attending a chapter development meeting, provided that written notice that by-law amendments will be considered has been mailed to all delegates at least thirty (30) days prior to the meeting.

Article VI: Effective Date

1. The by-laws herein shall be effective immediately upon adoption and may be implemented at the meeting at which they are adopted. Upon adoption of these by-laws, chapter delegates may elect six persons to serve as an interim board of trustees who shall organize and manage operations and shall serve until regular elections are held at the first annual meeting.

Adopted April 6, 2002