

GRAND TRAVERSE AUDUBON CLUB

BY-LAWS

Amended September 26, 2024

1. Name of Club

The name of this club shall be Grand Traverse Audubon Club (Club)

2. Objectives/Values

Our mission is to provide inclusive opportunities for residents of the Grand Traverse Region to enjoy and learn about birds and the ecosystems that they depend on and to protect these ecosystems in our region.

To support this mission, we also embrace the following values:

- Wild and near-wild spaces
- Those who share our interest, from the merely bird-curious to life-long birders.
- Opportunities for birding and protecting and enhancing bird habitat.
- Sustainable financial practices to ensure the long-term viability of the Club.

3. Affiliation

The Club is a chapter of the Michigan Audubon Society.

4. Membership

Membership of the Club shall be open to any individual or family that has paid the Club dues as established by these by-laws. While all members are encouraged to join and support the Michigan and National Audubon Societies, membership in these organizations is not a prerequisite for membership in Club. Each individual member is entitled to a vote at general membership meetings if present. (i.e., If three members of a family with family membership are present, each one shall have a vote on matters brought up at the meeting.)

5. Organization

- A. Executive Board** Activities and operations of the Club shall be administered by an Executive Board composed of the following officers: President, Vice-President, Treasurer, Secretary, Publicist, immediate Past President, and Member at Large shall be voting members of the Executive Board.
- B. Terms of Office** Officers shall be elected for one-year terms beginning January 1. There shall be no limitation on the number of terms any individual may serve in any one office.
- C. Vacancies** Any vacancy that arises in the Executive Board during the year shall be filled for the remainder of the calendar year by decision of the Executive Board upon recommendation of the Nominating Committee. Such an appointment shall be subject to the approval of the general membership at the next Regular Program Meeting.
- D. Duties of Officers** Duties of each office shall be assigned by the Executive Board. The general duties of each office are described in the Position Descriptions appended to these by-laws.
- E. Quorum for Executive Board Meetings** A majority of the currently filled positions of the Executive Board shall constitute a quorum at meetings of the Executive Board. The

meetings of the Executive Board shall be open to any member in good standing. The Board may participate in electronic or telephonic discussion and meetings and may use such devices for voting on issues and/or to achieve a quorum at Board meetings. Board meetings shall be open to all Club members and notice of upcoming Board meetings shall be provided in the newsletter.

- F. Committees** The president shall appoint such additional committees as may be necessary on an ad hoc basis.
- G. Removal from Office** An officer of the Executive Board may be removed from office by a three-fourths vote of the existing members of the Board.

6. Meetings

- A. Annual Election Meeting** An annual meeting of the Club shall be held each October at which meeting officers for the next year shall be elected.
- B. Annual Business Meeting** An Annual Business Meeting of the Club shall be held in January at the call of the Executive Board. Annual reports for the preceding year shall be presented at this meeting. The Treasurer of the preceding year shall submit a written financial report and a membership statement for the preceding year. The proposed budget for the coming year shall be presented to the general membership and, if approved by a majority of members present, be adopted.
- C. Regular Program Meetings** There shall be regular program meetings during the year with such additional meetings and field trips as may be scheduled by the Executive Board.
- D. Quorum for General Membership Meetings** For the purpose of transacting business at a regular or special meeting, fifteen (15) members in good standing shall constitute a quorum if present physically or by electronic means.

7. Board Meetings

The Board shall hold such meetings as it deems necessary, at times and places determined by the Board

Nominating Committee and Elections

- A. Election of Officers** Club officers shall be elected at the Annual Election Meeting (regular general membership meeting) in October. If the October meeting is not held, the Board election shall be conducted via email, or U.S. mail in October, with a deadline for votes to be submitted within two weeks of distribution of the slate.
- B. Nominating Committee** The Executive Board shall appoint an on-going Nominating Committee (the Committee) of three (3) members at its first meeting after taking office in January, one of whom shall be a member of the Executive Board.
- C. Nominations** The Committee shall nominate one Candidate for each office and shall report such nominations to the Executive Board and members at the Annual Election Meeting. In selecting candidates, the Committee shall have as an objective a reasonable degree of change among the Club's officers. To that end, the Committee shall encourage the candidacy of qualified individuals who have not previously served as Club officers.
- D. Nominations from the Floor** After the report of the Committee, additional nominations may be made from the floor.
- E. Requirement for Election** A majority vote of members present shall be necessary for election of any officer.

8. Dues, Property, and Funds

- A. Establishment of Dues** Club dues shall be recommended by the Executive Board and approved by a simple majority vote of members present when there is a proposed change in the level of annual dues. Any such proposed change shall be voted on at the regular October meeting and shall require a simple majority vote of those present to be approved. Annual membership dues are due on January 1st for the upcoming year. Failure to renew dues by the last day in February of the renewal year will result in cancellation of membership in the Club.
- B. Walter Hastings Memorial Environmental Education Fund** Donations and gifts to the Club will be placed in the Walter Hastings Memorial Environmental Education Fund. Disbursement of these funds will be at the discretion of the Executive Board.
- C. Assessments** Assessments, other than dues, shall not be made against members unless specifically voted upon by the general membership after they have received prior written notice of any proposed assessment.
- D. Financial Account Balances** At the end of each fiscal year, if the Treasurer's report shows a total balance of more than \$5,000 in all accounts not including the Walter Hastings Memorial Fund, the Board shall allocate sufficient funds for donation to bring the total balance back down to a maximum of \$5,000. If, however, the Board has identified a major project that will require a significant expenditure that is likely to require a multiple year buildup of funds, this limitation shall be waived by a majority vote of the Board for the just ended fiscal year.
- E. Misuse of Club Funds** Club funds shall not be used for the personal profit of any of its members. Neither the Club nor any of its officers shall enter into any commitments binding on the Michigan Audubon Society. In like manner, the Club or any of its officers shall not accept any binding financial commitment from the MAS without its written consent after a unanimous vote in favor by the Club's Executive Board.
- F. Dissolution of Club** Should the Club fail; be dissolved; or fail to elect a quorum of officers for three (3) consecutive years, its cash on hand and any other assets of the Club shall become the property of the Michigan Audubon Society.
- G. Exculpation** No officer of the Club shall be liable for the acts or defaults of any other officer for any loss sustained by the Club or any members thereof unless such loss was the result of his or her own willful misconduct or gross negligence.

9. Amendments

- A. Amending Procedure** These By-Laws may be changed in whole or in part at any regular membership meeting provided that the entire membership is notified of the proposed changes in writing at least ten (10) days in advance of such meeting. Amendments may be proposed by a majority vote of the Executive Board or by written petition of at least 25% of the general membership. To be adopted, amendments must be favored by at least two-thirds of those voting.

10. Resolutions and Statements of Position

- A.** The Club may, from time to time, issue statements of position or pass resolutions regarding environmental or conservation concerns. These may be sent to governmental authorities or other interested entities. At a general membership

meeting, a resolution will be considered adopted if voted favorably by a majority of members in attendance.

- B.** When time is of the essence, and no general membership meeting is scheduled before action is deemed necessary, a majority of the Executive Board members may approve a resolution or issue a statement of position on behalf of the Club. Such statements of position or resolutions shall be issued in the name of the Executive Board of the Club.

Appendix 1

Position Duties

President

1. Preside over meetings of the Executive Board and monthly general membership meetings.
2. Create committees and appoint committee chairs as necessary.
3. Sign documents as necessary on behalf of the club.
4. Act as spokesperson for the club at public meetings and hearings when the Executive Board deems it appropriate.
5. Serve as primary contact with the Michigan Audubon Society

Vice President

1. Fills in for President as needed.
2. Leads the annual planning of programs and field trips.
3. Set up audiovisual equip. as needed by presenters at the General Membership Meetings.

Treasurer

1. Manages all financial matters for the Club including membership dues, membership list and directory, paying bills, both general and Hastings Fund banking, disbursements of funds in accordance with Board decisions, provide financial and membership reports to both the Board and general membership meetings.
2. In conjunction with the Secretary, handle membership renewals, Bird Alert administration, thank you letters and public relations (Christmas Cards).
3. Administer bank accounts, IRS issues, State of Michigan sales tax, Facebook, PayPal, domain name and Web Hosting fees.

Secretary

1. Take minutes at Board meetings. The minutes should be sent out to board members, once completed, and again several days prior to the next board meeting, for review. The minutes from the previous board meeting should be read at each board meeting for approval.
2. Take minutes at the monthly membership meeting, with an emphasis on capturing Board business. The minutes should be read at the next membership meeting for approval by the membership.
3. Check the public board email account (gtac.board@grandtraverseaudubon.com) and the Club website Contact Us email account periodically and follow up or redirect as necessary.

4. Maintain the membership of the Bird Alert mailing list.
5. Generate and send thank you letters to Walter Hastings donors.
6. Print rack cards as needed.

Member at Large

1. Participate in Board meetings and discussions.
2. Represent the general membership.

Publicist

1. Compose and distribute Bird Notes newsletter 6x per year (Jan., Mar., May, July, Sept., Nov.)
2. Report on Executive Board action in the newsletter.
3. Notify members of upcoming meetings and field trips via BirdAlert.
4. Post info for meetings and field trips with local media outlets (IPR Almanac, Record-Eagle, Northern Express, TC Ticker).
5. Oversee postings on Club's Facebook and Instagram accounts; make sure these are done regularly.
6. Administer Webmaster Duties.

Past President

1. Provide continuity for new President.
2. Participate in Board meetings and discussion.