

(*) CONSTITUTION

ARTICLE I

NAME

This organization shall be known as the Payne County Audubon Society (hereinafter called *Society*).

ARTICLE II

PURPOSE

Section 1. The purpose and objectives of this Society shall be to engage exclusively in any such educational, scientific, literary, historical, and charitable pursuits as are set forth in its Certificate of Incorporation, if any, and/or are the purposes and objectives of National Audubon Society, Inc., (hereinafter called *National Society*), of which this Society shall function as a Chapter, and said purposes and objectives shall conform to the provisions of Section 501 (c) (3) of the Internal Revenue Code.

Section 2. This Society 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, nor to any private shareholder or individual. The property, assets, profits, and net income of this Society are irrevocably dedicated to charitable purposes and no part of the property, assets, or profits or net income of this Society 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 this Society remaining after payment of, or provision for, all debts and liabilities of this Society, shall be donated to National Society or its successor or, if unwilling or unable to accept said donation, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objects and purpose as this Society, as the Board of Directors of this Society 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 one or more of the purposes presently set forth in Section 501(c) (3) of the Internal Revenue Code.

BY-LAWS

(*) ARTICLE I

MEMBERSHIP

Section 1. Any member of the National Society who resides within the geographical jurisdiction of this Society (Payne County, Oklahoma) is automatically a member of the Society.

Section 2. Each member shall have the right to cast one vote any time a vote is required.

Section 3. The Society shall rely upon the membership records of the National Society to determine which members are eligible to vote in any Society election or balloting. Any individual desiring to vote, but who does not appear in the National Society's records, may vote in any event provided they produce proof of residence and membership within the Society's jurisdiction.

ARTICLE II

BOARD OF DIRECTORS

Section 1. The control and conduct of the business of the Society shall be vested in its Board. The Board shall consist of five elected Officers, and at least two and no more than five non-officers who shall be called Directors. The Directors may either be nominated and elected by the membership or appointed by the Board as it exists at the time.

Section 2. The Directors shall be elected or appointed for the term of three years. Terms begin January 1, and end December 31 of Year 3 of the term.

Section 3. No one individual shall serve for more than two consecutive terms as a Director, except in the case of an individual who after six years of consecutive service on the Board is elected an Officer, and as such may serve one additional term as set forth in ARTICLE III below.

Section 4. There shall be at least three meetings of the Board in any one calendar year.

Section 5. A simple majority that includes the President and/or Vice-President of the Board shall constitute a quorum to conduct the business of the Society.

ARTICLE III

OFFICERS

Section 1. The officers of the Society shall be the President, the Immediate Past President, a Vice-President, a Secretary, and a Treasurer.

Section 2. There shall be an automatic succession of the following offices, from one year as Vice-President to one year as President to one year as Immediate Past President, in that order such that the person elected as Vice-President shall automatically assume the office of President following the completion of one term as Vice-President, and shall then automatically assume the office of Immediate Past President following the completion of one term as President. All other Officers shall serve for three year terms. No individual may hold the same office for more than three consecutive terms.

Section 3. The Office of Vice-President shall be elected for their respective term by a plurality of the voting members of the Society. The Offices of Secretary and Treasurer shall be appointed by the President for the term of three years. Terms begin January 1, and end December 31 of Year 3 of the term.

Section 4. If any office other than President or Immediate Past President shall become vacant, the Board may proceed to elect, by majority vote, such officer to fill the vacancy, and the officer so elected shall serve until the next election of officers. When, for such purpose, an officer has been elected for less than a full term, such part term shall be disregarded with respect to their qualification for re-election for a full term or for additional consecutive terms.

Section 5. The President shall direct and administer the affairs of the Society as its executive head and shall supervise all phases of its activities, subject to instructions by the Board. They shall preside at all meetings of members and of the Board.

Section 6. The Vice-President shall assist the President to carry out their duties and, in the absence of the President, the Vice-President shall direct and administer the affairs of the Society and supervise all phases of its activities subject to instructions by the Board, and shall preside at meetings of members and of the Board.

Section 7. The Secretary shall keep a record or minutes of all proceedings of the Society and of the Board.

Section 8. The Treasurer shall have custody of the Society's funds and shall disburse such funds as may be ordered by the Board. The Treasurer shall report to the Board at its regular meetings or as requested and shall prepare an annual report on the financial condition of the Society for the National Society.

Section 9. All checks and drafts of the Society may be signed by the Treasurer, the President, or Vice-President.

ARTICLE IV

NOMINATIONS

Section 1. Prior to a vote, the Board shall solicit nominations from the membership for the office of Vice President.

Section 2. Election to the office will be determined by the nominee receiving the most votes from the voting members of the Society and the Board.

ARTICLE V

(*) COMMITMENTS

This Society shall not enter into any commitments binding upon the National Society without written authorization by the National Society, nor shall the National Society, without written authorization by this Society, enter into commitments binding upon this Society.

ARTICLE VI

AMENDMENTS

Section 1. The Board may propose an amendment of this Constitution and By-Laws by majority vote. Such amendment shall be communicated to the membership no less than 30 days prior to any proposed vote.

Section 2. This Constitution and By-Laws may be amended by a majority of votes cast by participating members.

ARTICLE VII

PARLIAMENTARY AUTHORITY

In procedural matters not covered by these By-Laws, Robert's Rules of Order shall govern.

ARTICLE VIII

CONSTRUCTION

Section 1. This Constitution and By-Laws shall be construed under the laws of the State of Oklahoma.