

CONSTITUTION and BYLAWS
Of
WYNCOTE AUDUBON SOCIETY

CONSTITUTION

ARTICLE I – NAME, REGISTERED ADDRESS, AND SEAL

This organization shall be known as the WYNCOTE AUDUBON SOCIETY – hereinafter called “Wyncote Audubon.” The registered address of Wyncote Audubon shall be 1212 Edge Hill Road, Abington, PA 19001. The corporate seal of Wyncote Audubon shall have inscribed thereon the name of Wyncote Audubon, the year of its organization and the words “Corporate Seal, Pennsylvania.”

ARTICLE II – MISSION

The Mission of the Wyncote Audubon Society is to protect birds and the places they need today and tomorrow and to work to fulfill the mission at the local, state, national, and international levels.

ARTICLE III – PURPOSE

Section 1. The purpose and objectives of Wyncote Audubon shall be to engage exclusively in any such educational, scientific, literary, historical, and charitable pursuits to conform to the provision of Section 501(c)(3) of the International Revenue Code and as may be part of the stated purposes of National Audubon Society, Inc. of which Wyncote Audubon shall function as a Chapter.

Section 2. Wyncote Audubon shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

BYLAWS

ARTICLE I – MEMBERSHIP

Section 1. The membership of Wyncote Audubon shall consist of the a) Board of Directors, b) such other persons as may be elected to membership by vote of the Board of Directors; and c) those obtaining membership by designation from the National Audubon Society.

Section 2. Classes of membership shall be the same as those maintained by the National Audubon Society.

Section 3. Except for membership granted pursuant to Section 1(a) or Section 1(b) of this Article, a precondition for membership in Wyncote Audubon is membership in the National Audubon Society and residency within the geographic designations established by the National Audubon Society for membership in Chapter Societies.

Section 4. Annual dues of membership shall be established by, and payable to, the National Audubon Society.

Section 5. All classes of members shall enjoy all the rights and privileges pertaining to the members of both this and the National Audubon Society.

ARTICLE II – MEETINGS

Section 1. Regular meetings of Wyncote Audubon shall be held at times and locations as may from time to time be fixed by the Board of Directors.

Section 2. Wyncote Audubon shall hold one Annual Meeting per calendar year at such time and place as determined by the Board of Directors. Each member shall receive at least ten days' written notice of the annual meeting, through a means, whether printed, electronic, or otherwise, to be determined by the Board of Directors.

Section 3. At each Annual Meeting, elections of members of the Board of Directors and Officers shall be conducted pursuant to Article V of these Bylaws.

Section 4. In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one vote. Any properly convened meeting shall constitute a quorum, for all meetings of the members. All motions will be passed with a majority vote.

Section 5. Special meetings of the members may be called by the President, a majority of the Board of Directors, or by petition of twenty-five members in good standing. Requests must be made in writing with ten days' written notice sent to each member.

ARTICLE III – BOARD OF DIRECTORS

Section 1. The control and conduct of business of Wyncote Audubon shall be vested in its Board of Directors. The Board shall determine the policies of Wyncote Audubon. The Board shall include the elected officers and additional Directors totaling a minimum of twelve Directors and a maximum of eighteen Directors.

Section 2. Each Director will serve a term of one, two, or three years. At the time of elections for the Board, the Nominating Committee shall make a recommendation as to the length of the Director's term, in order to ensure that one-third of the number of Board of Directors shall be up for election each year, as set forth in Article V.

Section 3. In addition to the powers and authorities by those By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of Wyncote Audubon and do all such lawful acts and things as are not by statute or by the Articles or by these Bylaws directed or required to be exercised or done by the members.

Section 4. Regular meetings of the Board of Directors shall be held without notice to members at such time and place as the Board of Directors shall determine. Meetings shall take place at least once per quarter. Notice of every meeting of the Board shall be given to each Director at least ten days prior to the day named for the meeting.

Section 5. Special meetings of the Board of Directors may be called by the President on ten days' notice to each Director either personally, by mail or Email; or may be called in like manner or on like notice by written request of at least 25% of the Directors. These meetings shall be held at a place determined by either the President or the Directors calling the meeting. The location shall be announced at the time the meeting is called. The quorum requirement set forth below applies to all special meetings.

Section 6. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business. The decisions of a majority of the Directors present at a meeting at which a quorum is present shall be the official decision of the Board of Directors. A Director may designate another Director as his or her proxy for voting purposes. Such designation must be made in writing prior to the meeting for which the proxy is being assigned, and must specify the Director who is serving as the proxy. Such a proxy shall be in effect solely for the duration of one meeting. A Director who is voting by proxy counts toward the quorum requirement.

Section 7. Special meetings of the Board may be called by the President or upon the request of the majority of the Board.

Section 8. No Director may serve for more than six years without first going off the Board for one year. However, an Officer of Wyncote Audubon, as set forth in Article IV, whose last year of eligibility is expiring, may be re-elected as a Director for an additional three-year term. In addition, if a Board Member's first term of three consecutive terms was less than three years in length, the length of that first term does not count against the six-year limitation set forth in this Section.

Section 9. Any Director may resign his or her office at any time, such resignation to be made in writing, and to take effect from the time of its receipt by Wyncote Audubon, unless some time to be fixed in the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective.

Section 10. Any Director may be removed from his or her position on the Board upon a unanimous vote of the other Directors. Such vote must be recorded by the Secretary.

Section 11. If the office of any Director becomes vacant, by reason of death, resignation, disqualification, or otherwise, the remaining Directors, although less than a quorum, by a majority vote, may choose a successor or successors, who shall hold office for the unexpired term.

ARTICLE IV – OFFICERS

Section 1. The elected Officers of Wyncote Audubon shall be a President, a Vice President, a Secretary, a Treasurer and other such officers as the members may choose to elect. All officers shall hold office for a one-year term and shall not serve in any one office more than three consecutive years, but may again be reelected after one year.

Section 2. A vacancy in the office of the President shall be filled by the Vice President. All other vacancies in Officer positions shall be filled by a majority vote on the Board.

Section 3. The President shall serve as the chief elected officer of Wyncote Audubon and shall preside at all meetings of the members and Directors; shall be an ex officio member of all committees; shall have general and active management of the business of Wyncote Audubon; shall see that all orders and resolutions of the Board of Directors are carried into effect; shall execute bonds, mortgages and other contracts requiring a seal, under the seal of Wyncote Audubon; and, when authorized by the Board of Directors, affix the seal to any instrument requiring the same; and the seal when so affixed shall be attested by the signature of the Secretary or the Treasurer. The President shall have the privilege of submitting motions, seconding, and voting in all matters requiring a vote by the Board of Directors. The president shall have the general supervision and direction of all the other Officers of Wyncote Audubon, and shall see that their duties are properly performed.

Section 4. The Vice President shall be vested with all the powers, and shall be required to perform all the duties of the President, if the President is absent. The President shall be considered absent by specifying to the other Officers the date and length of an absence, or if he or she cannot be reached by one or more of the Officers via telephone, email, or other telecommunications device for a period of 36 hours from the first attempt at such contact.

Section 5. The Secretary shall keep minutes of all meetings of the Members and Board of Directors; shall attend all sessions of the Board of Directors; shall act as clerk thereof and record all votes and the minutes of all proceedings in document form; shall give, or cause to be given, notices of all meetings of the members of Wyncote Audubon and of the Board of Directors; and shall perform other such duties as may be prescribed by the Board of Directors or President. The Secretary shall designate an alternate in the event he or she is unable to fulfill his or her duties for a given meeting, and is required to notify the President of the designation of the alternate no less than 24 hours prior to the meeting. The Secretary shall be elected from among the Members of the Board of Directors.

Section 6. The Treasurer shall be responsible for the safeguarding of all funds received by Wyncote Audubon and shall invest the funds as may be directed by the Board. To obtain a direction from the Board for investment of Wyncote Audubon funds, the Treasurer must make a proposal to the Board and the Board must approve it by a simple majority vote. The Treasurer shall chair the finance committee, oversee the development of the annual budget, sign IRS and other tax documents and shall prepare and submit financial reports as directed by the Board and at the annual meeting.

Section 7. All checks and drafts of Wyncote Audubon shall be signed by the Treasurer or the President or Vice President.

ARTICLE V – ELECTIONS

Section 1. The election of and installation of members of the Board of Directors and Officers shall take place at the Annual Meeting of the members.

Section 2. At each Annual Meeting, one-third of the total number of Members of the Board of Directors shall be elected. Candidates for membership on the Board of Directors must be members in good standing of Wyncote Audubon at the time of the election. The Nominating Committee, pursuant to Article VI, Section 4(a) of these Bylaws, shall present a slate of nominees to be elected as directors. In the event that the Board increases in size, one-third of the total of the resulting number of Members of the Board of Directors shall be elected at the Annual Meeting at which the increase in the number of Board Members is instituted. A simple majority vote of members at the Annual Meeting is required to approve the slate of nominees. Current Board Members shall have a vote in the Annual Meeting. Any prospective Board Member shall have a vote in the Annual Meeting if he or she is currently a member in good standing. Board Members take office immediately upon approval and are expected to attend the first meeting of the Board of Directors subsequent to the Annual Meeting.

Section 3. Elections of Officers shall take place after elections of members of the Board of Directors at the Annual Meeting of Wyncote Audubon. Candidates for Officer positions must be members in good standing of Wyncote Audubon at the time of election. To be elected an Officer, a Board Member must declare himself or herself a candidate for one of the Officer positions at the Annual Meeting. The members present at the Annual Meeting shall then vote for each Officer position, with a simple majority of members required for an individual to be elected. In the event that no candidate for a position receives a simple majority after an initial vote, voting shall be conducted again, and shall take place until one candidate secures a simple majority of member votes.

ARTICLE VI – COMMITTEES

Section 1. With the exception of the Nominating Committee, the President, with the approval of the Board, shall appoint Chairman of Standing Committees, who, in turn may make their own committee appointments with recommendations and suggestions from the Board. Terms of office shall be for three years or until their successors are appointed. Standing Committees shall be composed of not less than three members.

Section 2. The President, with the approval of the Executive Committee, shall appoint Special Committees whose terms of office will be determined by the length of the assignment to be done.

Section 3. With the exception of the Nominating Committee, Committee Chairmen may select their own Committee members.

Section 4. Standing Committees of Wyncote Audubon may be as follows, and other such Committees as become necessary to carry out the functions of Wyncote Audubon.

A. **NOMINATING COMMITTEE:** The Board of Directors shall at least two months prior to the Annual Meeting, appoint a Nominating Committee to consist of not less than three members. The names of the members of the Nominating Committee shall be made known to the membership of Wyncote Audubon and suggestions for nominations for officers may be submitted to the Committee by any member of Wyncote Audubon. The Nominating Committee shall nominate candidates for the Board of Directors and for Officers to succeed those whose terms of office expire. Its report shall be presented to the membership at the Annual Meeting.

B. **EXECUTIVE COMMITTEE:** The four officers as defined in Article IV serve as the Members of the Executive committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals

between meetings of the Board. The President shall serve as the chairperson for the Executive Committee.

C. BUDGET AND FINANCE COMMITTEE: The Treasurer shall serve as the chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing the fiscal procedures, and the annual budget with staff and other Board Members. The Board must approve the budget. The financial records of the organization are public information and shall be made available to the membership, Board Members, and the public.

ARTICLE VII – DISCONTINUANCE

Wyncote Audubon reserves the right to terminate its Chapter status on a six months' notice, given in writing to the National Audubon Society, in which case all allocation of dues by the National Society to Wyncote Audubon will cease with expiration of the six months' period. Wyncote Audubon recognizes the right of the National Audubon Society to terminate the Chapter relationship on six months' notice, given by it to Wyncote Audubon in which case the members of Wyncote Audubon shall continue as members thereof for the balance of the term which dues have been paid.

ARTICLE VIII – INDEMNIFICATION

Wyncote Audubon shall indemnify any Director or officer of Wyncote Audubon or any of its subsidiaries who was or is an "authorized representative" of Wyncote Audubon (which shall mean, for the purpose of this Article, a Director or officer of Wyncote Audubon or such a person serving at the request of Wyncote Audubon as a Director, officer, partner, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise) and who was or is a "party" (which shall include for purposes of this Article the giving of testimony or similar involvement) or is threatened to be made a party to any "proceeding" (which shall mean for purposes of this Article any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of Wyncote Audubon, its shareholders or otherwise) by reason of the fact that such person was or is an authorized representative of Wyncote Audubon to the fullest extent permitted by law, including without limitation indemnification against all expenses, liability and loss (which shall include for purposes of this Article attorneys' fees, judgments, penalties, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred by such person in connection with such proceeding unless the act or failure to act giving rise to the claim is finally determined by a court to have constituted willful misconduct or recklessness. If an authorized representative is not entitled to indemnification in respect to a portion of any liabilities to which such person may

be subject, Wyncote Audubon shall nonetheless indemnify such person to the maximum extent for the remaining portion of the liabilities.

ARTICLE IX – CONFLICTS OF INTEREST

Section 1. The following definitions shall apply to this Article:

- A. Interested Person: Any Director who has a direct or indirect financial interest, as defined below, is an interested person.
- B. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - i. An ownership or investment interest in any entity with which Wyncote Audubon has a transaction or arrangement or with which Wyncote Audubon is negotiating a transaction or arrangement;
 - ii. A compensation arrangement with Wyncote Audubon or with any entity or individual with which Wyncote Audubon has a transaction or arrangement or with which Wyncote Audubon is negotiating a transaction or arrangement; or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Wyncote Audubon has a transaction or arrangement or with which Wyncote Audubon is negotiating a transaction or arrangement.
- C. Compensation: Direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- D. Conflict of Interest: A conflict of interest exists where any Director is in a position to vote upon a transaction or arrangement that would result in Wyncote Audubon conferring any benefit upon any entity or individual with which the Director has a financial interest.

Section 2. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors or members of Committees considering the proposed transaction or arrangement, who shall then inform the members of the Executive Committee.

Section 3. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the Executive Committee members shall determine whether a conflict of interest exists. The Executive Committee members may conduct any inquiry and reach any determination in person, by

telephone, by email, or by any other means of communication the Executive Committee may choose.

Section 4. If the Executive Committee determines that a conflict of interest exists, the interested person shall be prohibited from voting on any transaction or arrangement with the entity or individual with which the Director has a financial interest.

Section 5. If the Executive Committee determines that any Director has failed to disclose actual or potential conflicts of interest, it shall inform the Director of the basis for such belief and afford the Director an opportunity to explain the alleged failure to disclose. If the Executive Committee determines that the Director has intentionally failed to disclose an actual or potential conflict of interest, it may recommend removal of the Director pursuant to Article III, Section 10 of these Bylaws.

Section 6. Each Director, at the time of election to the Board and at least once per calendar year thereafter, shall sign a statement that affirms that the Director has received a copy of these Bylaws, has read and understands the conflict of interest policy, and agrees to comply with the conflict of interest policy.

ARTICLE X – THE ENDOWMENT FUND

Section 1. The Board of Directors of Wyncote Audubon has established an Endowment Fund. In the event of an unforeseen financial emergency the Board of Directors, upon unanimous vote of the entire Board, may use in a calendar year up to five percent (5%) of the Principal of the Endowment Fund. Thereafter, the Principal cannot be used again until the amount used has been replenished to the amount it was prior to the occurrence of the emergency.

Section 2. The Board of Directors, upon unanimous vote of the entire Board, may use in a calendar year up to five percent (5%) of the three-year average of investment income, on an annual basis, of the Endowment Fund.

Section 3. The Treasurer of Wyncote Audubon shall invest the proceeds of the Fund at the direction of the Board of Directors in accordance with the applicable law in Pennsylvania governing investment by fiduciaries. To obtain a direction from the Board for investment of Wyncote Audubon funds, the Treasurer must make a proposal to the Board and the Board must approve it by a simple majority vote. The Treasurer shall report quarterly to the Board of Directors on the financial status of the Fund.

Section 4. The provisions of this Article may be amended by the vote of a minimum of eighty percent (80%) of the Directors of Wyncote Audubon at two meetings at least six months apart. The terms of Article XII relating to amendments

do not apply to amendments to the provisions of this Article. To formally establish this Fund, the Directors have adopted a resolution on July 1, 2021, and have authorized the President and the Treasurer of Wyncote Audubon to carry out its terms.

ARTICLE XI – PARLIMENTARY AUTHORITY

In matters not covered by the Bylaws, Roberts Rules on Order shall govern meetings of Members and Meetings of the Board of Directors.

ARTICLE XII – AMENDMENTS

The Bylaws may be amended by a vote of two-thirds of the Board of Directors at any special meeting or regular meeting; provided, however, notice of such amendments be given in writing to each Director of Wyncote Audubon via a means to be chosen by the Board at least fifteen days before said meeting. The provisions of this Article do not apply to amendments of the provisions of Article X above, concerning the Endowment Fund.