

# NEW YORK CITY AUDUBON SOCIETY

## CONSTITUTION BYLAWS AND STATEMENTS

As Approved by the Board of Directors  
September 15, 2011

As Amended by the Board of Directors  
March 9, 2017, March 8, 2018 and March 20, 2024

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### Mission

New York City Audubon is a grassroots community that protects wild birds and habitat in the five boroughs, improving the quality of life for all New Yorkers.

### Vision

New York City Audubon envisions a day when birds and people in the five boroughs enjoy a healthy, livable urban habitat.

### Core Values

- Board, staff, volunteers and members are passionate about wild birds.
  - Talented and diverse volunteers drive our success.
  - Sound science informs our education and advocacy work.
  - We have fun and enjoy the beauty and mystery of wild birds.
- We are inclusive and encourage collaboration and partnership to reach goals.

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## CONSTITUTION

### ARTICLE I NAME

This organization shall be known as the New York City Audubon Society, Inc. (hereinafter referred to as NEW YORK CITY AUDUBON).

### ARTICLE II PURPOSE

SECTION 1. The purpose and objectives of NEW YORK CITY AUDUBON shall be to engage exclusively in any such educational, scientific, literary, historical and charitable pursuits as are set forth in its Certificate of Incorporation, and such purposes and objectives shall conform to the provisions of Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. NEW YORK CITY AUDUBON is not organized, nor shall it be operated for pecuniary gain or profit, and it does not contemplate any distribution of gain, profit, or dividend to its members, or to any private shareholder or individual. NEW YORK CITY AUDUBON's property, assets, profits, and net income are irrevocably dedicated to charitable purposes, and no part of NEW YORK CITY AUDUBON's property, assets, or net income shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private shareholder or individual. Upon dissolution, or upon abandonment, the assets of NEW YORK CITY 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 NEW YORK CITY AUDUBON, as NEW YORK CITY AUDUBON's Board of Directors, may designate, subject to Court order if required by law. No such assets shall be donated to any organization other than one organized and operated exclusively for one or more of the purposes set forth in Section 501(c)(3) of the Internal Revenue Code.

NEW YORK CITY AUDUBON SOCIETY, INC.  
BYLAWS

ARTICLE I  
MEMBERSHIP

SECTION 1. Any person interested in the purposes and objectives of NEW YORK CITY AUDUBON is eligible for direct membership in NEW YORK CITY AUDUBON. A person may in addition be a member of the National Audubon Society, Inc. (hereinafter called NATIONAL AUDUBON).

SECTION 2. There shall be two types of membership in NEW YORK CITY AUDUBON; one, through NATIONAL AUDUBON for which classes of membership shall be maintained by NATIONAL AUDUBON and the other, through NEW YORK CITY AUDUBON as a direct membership. The Board of Directors of NEW YORK CITY AUDUBON may establish different classes of voting and non-voting memberships from time to time.

SECTION 3. NATIONAL AUDUBON membership contributions shall be as determined by NATIONAL AUDUBON, and the Board of Directors of NEW YORK CITY AUDUBON shall determine direct NEW YORK CITY AUDUBON membership dues and contributions from time to time.

SECTION 4. All direct members of NEW YORK CITY AUDUBON shall enjoy all rights and privileges accorded to members of NEW YORK CITY AUDUBON. All NATIONAL AUDUBON members of NEW YORK CITY AUDUBON shall enjoy all rights and privileges accorded to members of both NEW YORK CITY AUDUBON and NATIONAL AUDUBON at the different classes established by the respective Board of Directors.

SECTION 5. Each NEW YORK CITY AUDUBON member in a membership class entitled to vote shall have the right to cast one vote at the annual meeting and at any regular or special meeting of members on any motion that may properly be brought before such meeting, including election of officers and directors.

SECTION 6. NEW YORK CITY AUDUBON direct membership shall be conferred annually following a financial contribution.

ARTICLE II

MEETINGS

SECTION 1. The annual meeting of members shall be held on such date each year as may be determined by vote of the Board of Directors. If the Board of Directors shall not have selected any other such a date, the annual meeting of members shall be held on the second Wednesday of June each year. NEW YORK CITY AUDUBON's fiscal year shall end on March 31, unless otherwise agreed upon by the Board of Directors.

SECTION 2. At the annual meeting, the Board of Directors shall direct the Treasurer to render a report of NEW YORK CITY AUDUBON's accounts showing in appropriate detail: (a) the assets

and liabilities of NEW YORK CITY AUDUBON as of the most recent completed audited fiscal period; (b) the principal changes in assets and liabilities during that fiscal period; (c) the revenues or receipts of NEW YORK CITY AUDUBON, both unrestricted and restricted to particular purposes during that fiscal period; (d) the expenses or disbursements of NEW YORK CITY AUDUBON, for both general and restricted purposes during said fiscal period; and (e) the number of members of NEW YORK CITY AUDUBON as of the date of the report, together with a statement of increase or decrease in such number during the fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

SECTION 3. Special meetings of members may be called by the President or pursuant to resolution of the Board, or by petition of not less than one-tenth (1/10) of all members entitled to vote.

SECTION 4. Notice of the annual meeting, special meetings, regular meetings and elections, at which NEW YORK CITY AUDUBON business is to be transacted, may be published in NEW YORK CITY AUDUBON's newsletter or other publication, provided such publication is mailed according to the provisions stated below. Such publication may also include electronic distribution. A copy of the notice of any meeting shall be given, personally, by mail, or by email, to each member entitled to vote at such meeting. A notice given personally, electronically, or by mail shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at their address as it appears on the record of members.

Any such written notice shall state the place, date and hour of the meeting and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting of the members shall state the purpose or purposes for which the meeting is called. Notice of any meeting need not be given to any member who submits a waiver of notice, in person or by proxy. Waivers of notice may be written or electronic. If written, the waiver must be signed by the member (or member's authorized officer, director, employee, or agent). If electronic, the waiver must set forth, or be transmitted with, information from which it can reasonably be determined that sending the waiver was authorized by the member. A member's attendance at a meeting, in person or by proxy, shall constitute a waiver of notice by such member, if such member does not protest lack of notice prior to the conclusion of such meeting.

SECTION 5. If the annual meeting or special meeting is held wholly or partially by electronic means, the Board of Directors shall implement reasonable measures to: (a) verify that each person participating electronically is a member or a proxy of a member; (b) provide each member participating electronically with a reasonable opportunity to participate in the meeting, including an opportunity to propose, object to, and vote upon a specific action to be taken by the members, and to see, read or hear the proceedings of the meeting substantially concurrently with those proceedings; and (c) record and maintain a record of any votes or other actions taken by electronic communication at the meeting.

SECTION 6. The lesser of either one-tenth (1/10) of all voting members or one hundred (100) voting members, shall constitute a quorum at any meeting of members at which NEW YORK

CITY AUDUBON business is to be conducted. The members may be present in person or by proxy.

SECTION 7. Any corporate action authorized by a majority of the votes cast at a meeting of members shall be the act of the members, except as otherwise provided by statute or by these Bylaws.

SECTION 8. The following corporate actions may not be taken without approval of a certain number of the members:

(a) a plurality of the votes cast at a meeting of the members is required for the election of the Directors and Officers of NEW YORK CITY AUDUBON;

(b) two-thirds (2/3) of the votes cast at a meeting of the members is required for (1) an amendment that adds, changes, or strikes out a provision of the Certificate of Incorporation that specifies a greater requirement as to what constitutes a quorum or the votes of members or (2) a petition for judicial dissolution of NEW YORK CITY AUDUBON;

(c) two-thirds (2/3) of the votes cast at a meeting of the members is required for (1) disposing of all, or substantially all, of the assets of NEW YORK CITY AUDUBON, (2) approval of a plan of merger, (3) authorization of a plan of non-judicial dissolution, or (4) revocation of a voluntary dissolution proceeding, provided, however, that the affirmative votes cast in favor of any action described in this subsection (c) shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

### ARTICLE III BOARD OF DIRECTORS

SECTION 1. The control and conduct of the business of NEW YORK CITY AUDUBON shall be vested in its Board of Directors. The Board shall include not fewer than nine (9), nor more than twenty-one (21) elected Directors plus, ex-officio, with full voting rights, the elected officers of NEW YORK CITY AUDUBON, and the immediate Past President of NEW YORK CITY AUDUBON. All members of the Board of Directors shall be direct members of NEW YORK CITY AUDUBON at the time of election or promptly become a direct member of NEW YORK CITY AUDUBON after such election and shall remain direct members throughout their term as Director or Officer. To the full extent permitted by law, the Board of Directors shall be permitted to establish the number of Directors to be elected from time to time, but no decrease of the number of Directors shall shorten the term of any incumbent Director.

SECTION 2. The Directors shall be elected, upon first being nominated by the Board of Directors, for a term of three (3) years by a plurality of the voting members of NEW YORK CITY AUDUBON present in person or by proxy at the annual meeting of members, or through other voting mechanism as determined by the Board of Directors, provided that notice of the election is published according to the provisions in Article II, Section 4 of these Bylaws. Up to eleven (11) Directors will be elected in any given year.

SECTION 3. If by resignation, death or for any other reason, a Director does not complete the term for which they were elected, the Board of Directors may proceed to elect a new Director to serve until the next annual election whereby the remainder of the term, if any, shall be filled as set forth in Article III, Section 2.

SECTION 4. Notwithstanding any other provision herein, any Director who has left their position as Director prior to expiration of their term in order to serve as an Officer of NEW YORK CITY AUDUBON, shall, upon expiration of their term or terms as an Officer, return to their former position as Director and fulfill the remainder of such Director's original term, without the necessity of any new election hereunder, provided that the overall term limits set forth herein shall remain in full force and effect and apply to such Director.

SECTION 5. Each member of the Board of Directors shall attend at least a majority of the scheduled meetings of the Board of Directors and shall actively participate on at least one standing committee. In addition, a member who does not attend two consecutive, scheduled meetings of the Board of Directors without notifying the President shall be contacted by the President to determine the member's willingness to continue to serve on the Board of Directors. If the absent member's effectiveness on the Board of Directors has been compromised, as determined by the Board of Directors, the Board of Directors has the option of removing the absent member and filling the vacancy created. In addition, any member of the Board of Directors who is absent for more than half of the regular meetings of the Board of Directors in any fiscal year may be asked to resign after a two-thirds (2/3) vote of the entire Board of Directors. A Director or Officer may be removed at any time for cause by (a) a two-thirds (2/3) vote of the entire Board of Directors at a regular meeting or at a special meeting of the Board called for that purpose or (b) a vote of the members in accordance with these Bylaws.

SECTION 6. There shall be at least four (4) regular meetings of the Board of Directors in any one calendar year, but not more than one (1) regular meeting in any month. The dates for regular meetings shall be determined by the Board at its first regular meeting following the annual meeting of members or otherwise from time to time.

SECTION 7. Special meetings of the Board of Directors shall be called by the President or by the Secretary upon the request of the majority of the Board of Directors.

SECTION 8. Regular meetings may be held without notice of the time and place if such meetings are fixed by the Board. In the case of special meetings, such notice must be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken. Notice of the time and place of each regular meeting not fixed by the Board and each special meeting of the Board shall be given in person or by telephone or electronic mail not less than three (3) nor more than fourteen (14) days prior to the meeting.

To discuss matters requiring prompt action, notice of special meetings may be sent to each member of the Board of Directors by e-mail or telephone, or given personally, no less than forty-eight (48) hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight (48) hours. Notice of a meeting need not be given to any member of the Board of Directors who submits a signed waiver of notice before or after the meeting, or who attends the

meeting without protesting the lack of notice to them prior to or at the beginning of the meeting. Waivers of notice sent by email will be valid if the member of the Board of Directors is clearly identified in such waivers.

SECTION 9. A majority of the elected Directors and Officers shall constitute a quorum at any meeting of the Board. Each Director and Officer shall be entitled to one vote. At any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the members of the Board present at the time of the vote shall be the act of the Board, except as otherwise provided by law or these Bylaws. If at any meeting of the Board less than a quorum is present, the members of the Board present may adjourn the meeting until a quorum is obtained.

SECTION 10. The Board of Directors shall be permitted to act in lieu of a meeting by unanimous written consent, including electronic communications, of the Board members.

SECTION 11. The President or, in their absence, an Executive Vice President, shall act as chair at any meeting of the Board of Directors. In the absence of both the President and the Executive Vice President, the Secretary shall call the meeting to order and conduct an election of a member of the Board of Directors to act as chair for the duration of that meeting only.

SECTION 12. Any direct member of NEW YORK CITY AUDUBON in good standing may present a matter to the Board of Directors at one of its regular meetings by contacting the Secretary.

SECTION 13. The Board of Directors of NEW YORK CITY AUDUBON shall establish (a) a “conflicts of interests” policy and (b) a whistleblower policy to the extent required by the laws of the State of New York and other applicable law, in each case as in effect from time to time. All Directors and Officers shall be familiar with Directors’ and Officers’ fiduciary obligations generally and with the specific responsibilities of membership on the Board of Directors as established by the Board of Directors from time to time.

SECTION 14. No person shall serve more than a total of two consecutive terms as an elected Director and two consecutive terms as an elected Officer, except the President, who may serve two consecutive terms notwithstanding any prior service as an elected Officer; the Past-President, who may continue through the end of their term, or the Secretary or Treasurer when called upon to serve more than two terms. When under Section 3 above a Director has been elected for less than a full term, such part term shall be disregarded with respect to their qualifications for re-election for additional consecutive terms.

SECTION 15. Membership on the Board of Directors of NEW YORK CITY AUDUBON shall be without regard to race, color, national origin, religion, ethnicity, background, gender identity, sexual orientation, marital status, pregnancy, parental or other caregiver status, age, family medical history, disability, genetic information, or any other non-merit-based factors.

SECTION 16. Where appropriate communications facilities are reasonably available, any or all Directors and Officers may participate in all or any part of a meeting of the Board of Directors or a Regular Committee by means of telephone, video conference or any means of communications by which all persons participating in the meeting are able to hear each other and can participate in



all matters before the Board of Directors. Participation by such means shall constitute presence in person at a meeting.

SECTION 17. The following acts of the Board require the affirmative vote of at least two-thirds (2/3) of the entire Board:

(a) a purchase, sale, mortgage or lease of real property of NEW YORK CITY AUDUBON if the property constitutes all or substantially all of the assets of NEW YORK CITY AUDUBON;

(b) a sale, lease, exchange or other disposition of all or substantially all of the assets of NEW YORK CITY AUDUBON; or

(c) amendment of these Bylaws or Certificate of Incorporation of NEW YORK CITY AUDUBON that would increase the quorum requirement to greater than a majority of the entire Board, or would increase the vote requirement to greater than a majority of the Board present at the time of the vote.

SECTION 18. The Board of Directors shall instruct the Executive Director, working with the Finance Committee, to prepare an annual budget for NEW YORK CITY AUDUBON's activities and to present such annual budget for approval by the Board of Directors. Any such budget shall be deemed tentative or proposed until adopted by the Board of Directors.

#### ARTICLE IV OFFICERS

SECTION 1. The Officers of NEW YORK CITY AUDUBON shall be a President, an Executive Vice President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other Officers as may be determined by the Board of Directors. Each Officer shall be a direct member of NEW YORK CITY AUDUBON at the time of election or promptly become direct member of NEW YORK CITY AUDUBON after such election and shall remain a direct member throughout their term as an Officer.

SECTION 2. An Officer shall hold office for a two (2)-year term, and may succeed themselves once, except that the Board of Directors may from time to time determine to permit the Secretary and the Treasurer to hold office for more than two terms.

SECTION 3. The Officers shall be elected for their respective terms by a plurality of the voting members of NEW YORK CITY AUDUBON present, in person, or by proxy, at the annual meeting of members or through other voting mechanism as determined by the Board of Directors, provided that notice of the election is published according to the provisions in Article II, Section 4 of these Bylaws.

SECTION 4. If by reason of resignation or death, or for any other reason, an office shall become vacant, the Board may proceed to elect, by a majority vote, such Officer to fill the vacancy and the Officer so elected shall serve until the next annual meeting of members whereby the remainder of the tenure, if any, shall be filled as set forth in Article IV, Section 3. 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 qualifications for re-election for a full term.

SECTION 5. The President shall direct and administer the affairs of NEW YORK CITY AUDUBON and shall supervise all phases of its activities, subject to instructions from the Board of Directors. He or she shall also be ex-officio member of all committees except the Nominating Committee. He or she shall preside at all Board of Directors meetings and meetings of the members.

SECTION 6. The Executive Vice President shall assist the President to carry out their duties and, in the absence of the President, the Executive Vice President shall direct and administer NEW YORK CITY AUDUBON's affairs and supervise all phases of its activities, subject to guidance from the Board of Directors and shall preside at Board of Directors meetings.

SECTION 7. The Board of Directors shall, from time to time determine the number and duties of the Vice Presidents. Each Vice President serves at the pleasure of the Board of Directors.

SECTION 8. The Secretary shall keep a record of all proceedings of NEW YORK CITY AUDUBON, of the Board of Directors, and of the Executive Committee minutes. They shall be responsible to preserve NEW YORK CITY AUDUBON's seal, if any; and affix it to all documents requiring NEW YORK CITY AUDUBON's seal.

SECTION 9. The Treasurer shall oversee NEW YORK CITY AUDUBON's funds. They shall report to the Board of Directors at its regular meetings, as well as at its special meetings as requested. They shall supervise the preparation of an annual report on the financial condition of NEW YORK CITY AUDUBON. At the direction of the Board of Directors, the Treasurer shall deposit and disburse or work with NEW YORK CITY AUDUBON employees to deposit and disburse NEW YORK CITY AUDUBON's funds. The Treasurer will serve as chair of the Finance Committee.

SECTION 10. All checks and drafts of NEW YORK CITY AUDUBON may be signed by the Treasurer, the President, any Vice President, or others authorized by the Board. Two signatures are required, except as otherwise authorized by resolution of the Board.

## ARTICLE V EXECUTIVE COMMITTEE AND FINANCE COMMITTEE

SECTION 1. The Board of Directors shall organize an Executive Committee. The Executive Committee shall consist of not fewer than five (5) Directors appointed by the Board of Directors. The President, the immediate past President, Executive Vice President, other Vice Presidents as determined by the Board of Directors, and Treasurer shall serve ex officio as members of the Committee. Members of the Executive Committee shall serve for a term of one (1) year. If by resignation, death or for any other reason, a Director does not complete the term for which he was appointed, the President may appoint another Director to serve the remainder of the term as a member of the Executive Committee.

SECTION 2. Subject to applicable law and these Bylaws, the Executive Committee, may exercise such authority as the Board of Directors shall have delegated to it from time to time. The

Executive Committee shall report its activities and decisions to the Board of Directors at such intervals as the Board of Directors may direct from time to time.

SECTION 3. Subject to applicable law, the Executive Committee may adopt rules for the conduct of its business.

SECTION 4. The Board of Directors shall organize a Finance Committee. The Finance Committee shall oversee the annual budget of NEW YORK CITY AUDUBON and review financial procedures and policies. The Finance Committee shall consist of the Treasurer and not fewer than four (4) other members, at least three (3) of whom are elected Directors, not Officers, appointed by the Board of Directors at its first regular meeting after the election of new members. The Treasurer shall serve as the chair of the Finance Committee.

#### ARTICLE VI OTHER COMMITTEES

SECTION 1. The Board of Directors, from time to time, shall establish such committees as it deems necessary for the conduct of business of NEW YORK CITY AUDUBON. Such committees shall have such purposes, powers and authorities, and composition as set forth in the resolutions of the Board of Directors establishing each committee.

SECTION 2. Each committee will report to the Board of Directors from time to time, as directed by the Board.

SECTION 3. If requested by the Treasurer, any committee shall submit a written budget each year to the Treasurer in a format and by a date designated by the Treasurer. A committee shall not be entitled to maintain funds separate from those of NEW YORK CITY AUDUBON generally.

SECTION 4. The Executive Committee in consultation with the Executive Director shall recommend to the Board a chairperson for each of the committees at such intervals as the Executive Committee shall determine to be in the best interest of NEW YORK CITY AUDUBON. The President shall appoint members of the committees at least as frequently as annually. Each committee shall provide to the Board of Directors a statement of purpose and an annual schedule of meetings for consideration by this Board of Directors at its first regularly scheduled meeting following the annual meeting of members.

#### ARTICLE VII ADVISORY COUNCIL

SECTION 1. The Board of Directors shall establish the number of members of and shall appoint a NEW YORK CITY AUDUBON Advisory Council at such intervals as the Board of Directors shall deem necessary or appropriate. The Advisory Council shall enlist, as an aid to NEW YORK CITY AUDUBON, persons who have demonstrated significant support for the purposes of NEW YORK CITY AUDUBON, distinguished themselves by performance in the fields of interest to NEW YORK CITY AUDUBON or will otherwise be of assistance in fostering the purposes and goals of NEW YORK CITY AUDUBON. The Advisory Council shall meet (separately from or together with the Board of Directors) from time to time as deemed necessary or advisable by the President of NEW YORK CITY AUDUBON. Any member of the Advisory Council may attend

and participate, without vote, in a regular meeting of the Board of Directors. NEW YORK CITY AUDUBON's President or a person designated by the President shall preside at Advisory Council meetings. Each member of the Advisory Council shall be deemed and treated as a direct member of NEW YORK CITY AUDUBON.

## ARTICLE VIII EXECUTIVE DIRECTOR

SECTION 1. The Board of Directors shall appoint an Executive Director from time to time to serve at the pleasure of the Board of Directors. The Executive Director shall be an employee of NEW YORK CITY AUDUBON. The Executive Director shall not be an Officer, a member of the Board of Directors or a member of the Nominating Committee simultaneously with service as Executive Director. The Executive Director shall serve, ex officio, as a non-voting member of all committees appointed by the Board of Directors. The Executive Director shall not participate in meetings of the Board of Directors or any committee relating to evaluation of their performance, compensation, or nomination.

SECTION 2. Subject to the direction of the Board of Directors, the Executive Director shall provide leadership to NEW YORK CITY AUDUBON and shall be responsible for daily oversight and general administration of NEW YORK CITY AUDUBON's operations. The Board of Directors shall approve a job description for the Executive Director from time to time.

SECTION 3. The Executive Director shall be responsible for the hiring, supervision and management of NEW YORK CITY AUDUBON's employees, in collaboration with the Board of Directors or any committee established by the Board of Directors.

## ARTICLE IX INDEPENDENCE

SECTION 1. NEW YORK CITY AUDUBON shall conduct its affairs independently of NATIONAL AUDUBON.

## ARTICLE X INDEMNIFICATION AND INSURANCE

SECTION 1. To the fullest extent permitted by law, NEW YORK CITY AUDUBON [may/shall] indemnify any person (and their heirs, executors, guardians, administrators, assigns, and any other legal representative of that person) who was or is a party or is threatened to be made a party to or is involved in (including being a witness) any threatened, pending, or completed action, suit, proceeding or inquiry (brought in the right of NEW YORK CITY AUDUBON or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that they are or were a Director or Officer of NEW YORK CITY AUDUBON, is or was serving at the request of NEW YORK CITY AUDUBON as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, for and against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person or that person's heirs, executors, guardians, administrators, assigns, or legal representatives in connection with that action, suit, proceeding, or inquiry, including appeals. Notwithstanding the foregoing, NEW

YORK CITY AUDUBON shall indemnify any person seeking indemnification in connection with an action, suit, proceeding, inquiry (or part thereof) initiated by that person only if that action, suit, proceeding or inquiry (or part thereof) was authorized by the Board.

SECTION 2. No indemnification shall be made to or on behalf of a Director or Officer if a judgment or other final adjudication adverse to the Director or Officer establishes that their acts were committed in bad faith or were the result of active or deliberate dishonesty and were material to the cause of action so adjudicated, or that they personally gained in fact a financial profit or other advantage to which they were not legally entitled.

SECTION 3. To the fullest extent permitted by law, NEW YORK CITY AUDUBON shall pay expenses as incurred by any person described in this Article in connection with any action, suit, proceeding or inquiry described in this Article; provided that if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses shall be made only upon delivery to NEW YORK CITY AUDUBON of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article or otherwise.

SECTION 4. NEW YORK CITY AUDUBON may purchase and maintain insurance on behalf of any person described in this Article against any liability asserted against him or her, whether or not NEW YORK CITY AUDUBON would have the power to indemnify him or her against that liability under the provisions of this Article or otherwise.

SECTION 5. The provisions of this Article shall be applicable to all actions, suits, proceedings or inquiries made or commenced after the adoption of this Article, whether arising from acts or omissions occurring before or after its adoption. The provisions of this Article shall be deemed a contract between NEW YORK CITY AUDUBON and each Director or Officer who serves in such capacity at any time while this Article and the relevant provisions of the laws of the State of New York and other applicable law, if any, are in effect, and any repeal or modification of this Article shall not adversely affect any right or protection of any person described in this Article in respect of any act or omission occurring prior to the time of the repeal or modification.

SECTION 6. If any provision of this Article shall be found to be invalid or limited in application by reason of any law or regulation, that finding shall not affect the validity of the remaining provisions of this Article. The rights of indemnification provided in this Article shall neither be exclusive of, nor be deemed in limitation of, any rights to which any person described in this Article may otherwise be entitled or permitted by contract, vote of the Board of Directors, or otherwise, as a matter of law, both as to actions in his or her official capacity and actions in any other capacity while holding such office, it being the policy of NEW YORK CITY AUDUBON that indemnification of any person described in this Article shall be made to the fullest extent permitted by law.

SECTION 7. For purposes of this Article: references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and reference to serving at the request of NEW YORK CITY AUDUBON” shall include any service as a Director or Officer of NEW YORK CITY

AUDUBON which imposes duties on, or involves services by, that Director or Officer with respect to an employee benefit plan, its participants, or beneficiaries.

ARTICLE XI  
AMENDMENTS

SECTION 1. The Board of Directors at any regular or special meeting or a majority vote of members present in person or by proxy at any regular or special meeting of members duly called pursuant to the provisions of Article II, Section 4, hereinabove may amend this Constitution and Bylaws. The notice of such meeting of members shall recite the wording of each proposed amendment or point to a web site where such wording is set forth in full.

ARTICLE XII  
PARLIAMENTARY AUTHORITY

SECTION 1. In procedural matters not covered by these Bylaws, Robert's Rules of Order shall govern.

ARTICLE XIII  
CONSTRUCTION

SECTION 1. This Constitution and Bylaws shall be construed under the laws of the State of New York.

## INCLUDED FOR INFORMATION PURPOSES ONLY

The Board of Directors has adopted the following statements of NEW YORK CITY AUDUBON:

### **Mission**

New York City Audubon is a grassroots community that protects wild birds and habitat in the five boroughs, improving the quality of life for all New Yorkers.

### **Vision**

New York City Audubon envisions a day when birds and people in the five boroughs enjoy a healthy, livable urban habitat.

### **Core Values**

- Board, staff, volunteers and members are passionate about wild birds.
- Talented and diverse volunteers drive our success.
- Sound science informs our education and advocacy work.
- We have fun and enjoy the beauty and mystery of wild birds.
- We are inclusive and encourage collaboration and partnership to reach goals.