

Carolina Butterfly Society

The Butterfly Club of North Carolina and South Carolina
4209 Bramlet Place, Greensboro, NC 27407. 24-hr fax 910-294-9697

CONSTITUTION AND BYLAWS OF THE CAROLINA BUTTERFLY SOCIETY

CONSTITUTION

Adopted June 8, 1996 and amended April 18, 2001

Article I. The Organization

1. The name of this organization is the Carolina Butterfly Society, hereinafter also referred to as the Society and CBS.
2. The purposes of the Society are to promote the study, appreciation, and conservation of butterflies. Emphasis is placed on, but not limited to, field identification, gardening, photography, education, and habitat improvement and preservation.
3. CBS is a non-profit educational, scientific, and conservation organization as defined by Section 501 (c)(3) of the Internal Revenue Code. The Society will not engage in activities not permitted an organization exempted from Federal income tax laws under Section 501 (c) (3) of the Internal Revenue Code or corresponding provisions of future u.s. Internal Revenue laws.
4. Dues, contributions, and bequests to CBS are deductible in the calculation of Federal and State income and estate taxes to the extent provided by the Internal Revenue Code and the revenue codes of the several states upon approval by the u.s. Internal Revenue Service as verified by a Letter of Determination.
5. The membership has established the Constitution and the several appended By-Laws as the document through which it operates.

Article II. Administration and Parliamentary Authority

1. The Society is organized around the committee style of government.
2. The general administration of the Society is under the direction of the Executive Board as defined herein which is guided by the Constitution and By-Laws.
3. In questions of parliamentary procedure, proceedings are governed by Roberts Rules of Order, revised, insofar as they are not inconsistent with the provisions of the Constitution and By-Laws.

Article III. Membership

1. Membership is open to all persons interested in the purposes of the Society. All persons who have fulfilled the criteria for membership as established in the Constitution and By-Laws are considered to be members in good standing and have all of the responsibilities and privileges of the status.
2. The membership period is established in the By-Laws. Persons who have not paid dues for the membership period as required by their membership category will not be considered to be members in good standing.
3. Membership categories include Individual Membership and Family Membership, and such other categories deemed beneficial to the Society as described in the By-Laws.
4. Membership dues will be established by a vote of the general membership.
 - a. The amount of dues for each membership category will be examined periodically by the Treasurer, who will propose adjustments to the Executive Board to ensure that the Society is fiscally secure.
 - b. An increase in dues will be recommended by the Executive Board to the general membership at least two weeks before a scheduled vote.
5. A member may be removed from membership for acting against the purposes and/or interests of the Society.
 - a. Actions against the purposes and/or interests of the Society include but are not limited to any acts deemed by the Executive Board to contrary to the study, appreciation, and conservation of butterflies.
 - b. The Executive Board will hear the charges against a member and will allow the person charged to respond to those charges.
 - c. A vote of two-thirds of an Executive Board quorum is sufficient to expel a person from membership.
 - d. A person removed from membership will not be considered a member in good standing.
 - e. A refund of dues to the person who is expelled from membership is not required.

Article IV. Executive Board

1. The Executive Board will have meetings on a schedule established in the By-Laws.
2. The CBS Executive Board includes the Officers and Directory.
 - a. The Officers of the Society are President, Vice-President, Secretary, and Treasurer.
 - b. The Directors of the Society include South Carolina Member-at-Large, North Carolina Member-at-Large, Chairpersons of the standing committees, Editor (s) of the major CBS publication (s) specified in the Constitution, and Immediate Past President.
 - c. Other Officers and Directors may be added to the Executive Board as deemed by the membership to be necessary and specified in the By-Laws.
 - d. Board members must maintain membership in good standing.

3. New Officers and Directors will be elected or appointed as specified by the Constitution and By-Laws.
 - a. The Officers and Members-at-Large will be elected at the Annual Business Meeting.
 - b. The Chairpersons of the standing committees and the Editor (s) will be nominated by the president and approved by a majority vote of the Officers and elected Directors.
 - c. The Immediate Past President automatically becomes an Executive Board member as a privilege of office, providing that she or he is a member in good standing.
 - d. All out-going members of the Executive Board will relinquish their offices immediately following the meeting during which the election is held.
 - e. The Executive Board may appoint any member in good standing to fill an unexpired term of office.
4. The term of office for all Officers and Directors is one year, or until successors are elected or appointed.
 - a. Members in good standing who have not been removed from office may succeed themselves as Officers and Directors except as specified otherwise in the Constitution and By-Laws.
 - b. A member serving in the office of President, Vice President, Treasurer, Secretary, or Member-at Large is limited to two consecutive terms in the same office but may be re-elected after being out of that office for at least one year.
5. The Executive Board may remove any Officer or Director from office for failure to perform the duties of her or his office for whatever reason.
 - a. A member of the Executive Board may resign when he or she is unable to perform the duties of the office.
 - b. If the Executive Board member chooses not to resign, she or he will be advised of the charges against him or her and will be given an opportunity to respond.
 - c. The member may be removed from office by a two-thirds vote of a quorum of the Executive Board.
 - d. A person removed from office may remain a member in good standing providing that she or he has met all the other criteria for that status.
 - e. The President will appoint a member in good standing to complete the unexpired term of an Officer or Director who has resigned or been removed from office, subject to approval by a majority vote of the Board.

Article V. Duties of the Officers and Directors

1. The duties of all Officers and Directors include but are not limited to the following:
 - a. uphold the Constitution and By-Laws of the Society;
 - b. work to achieve the purposes of the Society;
 - c. attend Executive Board meetings and the Annual Business Meeting;
 - d. make decisions and take actions that are in the best interests of the Society and the general membership;
 - e. perform the tasks and specific duties of office specified in the By-Laws; and,
 - f. assist the other Officers and Directors in the performance of their duties.

2. Transmit and communicate all CBS property, files, records, and important knowledge of the Society to his or her successor or to the Executive Board, should there be no successor, immediately upon leaving office.

Article VI. Committees

1. All CBS committees are constituted to assist the Executive Board and the general membership in governing the Society and to achieve the purposes of the Society.
 - a. The Executive Board may establish committees as deemed necessary.
 - b. Committees of the Society have limited authority to act on matters specified and delegated by the Executive Board.
 - c. No committee may commit the Society or represent the Society to outside interests unless expressly directed by the Executive Board to do so.
 - d. Expenditures and financial commitments made by the committees will be approved in advance by the Executive Board.
 - e. The Executive Board from time to time may delegate authority to the Treasurer or other Officer to approve expenditures and financial commitments.
2. The Chairpersons of the standing committees are Directors of the Executive Board.
 - a. Chairpersons are appointed by the President and ratified by the Executive Board.
 - b. Chairpersons may succeed themselves, providing that they are members in good standing.
 - c. The Officers and Directors may serve as committee chairpersons.
 - d. The term of appointment of Chairpersons will not extend beyond the term of the President.
3. Membership in CBS committees is open to all members in good standing.
 - a. The Executive Board will make committee membership as representative of the general membership as possible.
 - b. Chairpersons may select as many committee members as they deem necessary to accomplish the missions of their committees.
 - c. Some Officers and Directors are required by the Constitution and By-Laws to serve as members of specific committees and all Executive Board members are encouraged to serve on committees of their choice during their terms of office.
 - d. A duty of the President is to serve as an ex-officio member of all committees except the nominating subcommittee of the Leadership Development Committee.
4. Specific responsibilities of the committees are established by the Executive Board and may be included in the By-Laws.
5. Subcommittees may be formed within standing committees to perform specific functions within the scope of the committee.
6. From time to time the President and the Executive Board may establish one or more ad hoc committees for specific short-term purposes. .

- a. The rules governing ad hoc committees are the same as for the standing committees.
- b. In the event that the purpose of an ad hoc committee becomes a permanent need for the Society, the Executive Board will seek a change in the Constitution to establish it as a standing committee.

Article VII. Elections

1. All Officers and Directors will be elected or appointed to office as provided in the Constitution and By-Laws.
 - a. Except for the Immediate Past President, no Officer or Director will automatically succeed to the same or another office.
 - b. The Immediate Past President will remain a member of the Executive Board following his or her term of office as President, providing that the person is a member in good standing.
 - c. All officers and Directors will be drawn from the current membership and be members in good standing.
2. The President will appoint the Leadership Development Committee Chairperson, subject to approval of the Executive Board and the Chairperson will select at least two other members in standing to constitute the Leadership Development Committee.
3. The Leadership Development Committee will present a slate of Officers and Directors to the general membership by mail in another acceptable manner as specified in the By-Laws at least two weeks prior to the Annual Business Meeting; additional nominations will be accepted by the Chairperson prior to the meeting and from the floor and these names will be added to the slate of candidates.
4. The Chairperson of the Leadership Development Committee will conduct the election. In the absence of the Chairperson, the President will conduct the election except that the Vice President will conduct the presidential election.
5. All members in good standing in membership categories with voting privileges as described in the By-Laws may vote.
 - a. Absentee votes received in writing by the Leadership Development Committee Chairperson prior to the election will be counted with the votes of the members in attendance.
 - b. Candidates who receive a simple majority of votes will be declared elected.
 - c. If no candidate for an office receives a majority on the first vote, run-off elections will be held until a candidate receives a majority.
 - d. In the case of a tie, the winner will be selected by a coin tossed by the Leadership Development Chairperson.

Article VIII. Meetings

1. CBS will hold one Annual Business Meeting of the general membership.
 - a. The Annual Business Meeting will be scheduled by the Executive Board as the last official membership meeting of the Society for the membership period.
 - b. The Annual Business Meeting date, time and place will be announced to the general membership at least two weeks in advance.
 - c. The Annual Business Meeting may be held in conjunction with other Society activities.
2. A quorum, as defined in the By-Laws, must be present to conduct business at the Annual Business Meeting. Votes may be cast in person or by written proxy submitted to the Executive Board prior to the meeting.
3. The Society will conduct other meetings, field trips, butterfly counts, and such events as deemed by the Board in keeping with the purposes of the Carolina Butterfly Society. Publicity regarding such activities will be released to the general membership as early as practical to encourage full participation.

Article IX. Publications

1. CBS produces official publications as deemed necessary for achieving the purposes of the Society and establishes policies to guide these publications.
 - a. Editorial policies are established through consultations between the Editor (s) and the Executive Board.
 - b. Policies regarding costs, charges, and distribution are decided by the Executive Board.
2. CBS publishes a periodic newsletter to inform the general membership of news and matters pertaining to the administration and purposes of the Society.
 - a. The Newsletter Editor is a member of the Executive Board and is appointed by the President, subject to ratification by the Executive Board.
 - b. The Editor may recruit volunteers to assist in the publication of the newsletter.
3. CBS periodically may publish a journal as from time to time is deemed practical by the Executive Board for achieving the purposes of the Society.
 - a. The journal will be titled Carolina Butterflies and will be of more long-term value to science, education, and conservation than the newsletter.
 - b. Carolina Butterflies will contain butterfly count records, reports of field work, and informative articles on such subjects as conservation, species identification, gardening techniques, and record keeping.
 - c. A Journal Editor may be appointed by the President, subject to ratification by the Executive Board.
 - d. The Journal Editor will be a member of the Executive Board.
4. The Executive Board may authorize additional publications such as curriculum guides and monographs for scientific, educational, conservation, and other purposes that further the purposes of the Society.

Article X. Amendments to the Constitution and By-Laws

1. Definitions:

- a. The Constitution is the permanent document that establishes the purposes and provides the general guidelines for administering the Society. As such, it is rarely changed.
- b. The By-Laws are specific rules for conducting the day to day affairs of the Society and may be changed from time to time as deemed necessary by the membership to achieve the purposes of the Society.

2. The Constitution may be amended at the Annual Business Meeting or at any business meeting at which a quorum, as defined in the By-Laws, is present.

- a. The general membership must be given at least 30 days notice of the proposed change and the floor must be opened for discussion prior to the vote.
- b. All members in good standing who are in categories with voting privileges may vote.
- c. Written absentee ballots will be accepted by the President prior to the vote.
- d. The amendment will be ratified by a vote of two-thirds of those voting.

3. The By-Laws may be amended or repealed at any official function of the Society, providing that a quorum, as defined in the By-Laws, is present.

- a. The general membership must be given at least two weeks notice of the proposed change and the floor must be opened for discussion prior to the vote.
- b. All members in good standing who are in categories with voting privileges may vote.
- c. Written absentee ballots will be accepted by the President prior to the vote.
- d. The amendment will be ratified by a simple majority vote.

4. The effective date of each amendment will be noted in the Constitution and By-Laws and new printings will bear the publication date in the title.

Article XI. Dissolution

Upon dissolution of the Carolina Butterfly Society for any reason, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all the remaining assets of the Society by transfer to the North American Butterfly Association if the organization qualifies at the time as an exempt organization under Section 501 (c) (3) of the federal revenue code. Should the North American Butterfly Association be unable or unqualified to accept such assets, the Board of Directors shall transfer those assets to the Carolina Bird Club. Should that organization not qualify as an exempt corporation under the federal revenue code, the Board of Directors shall transfer the Society's assets to a State or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of North Carolina.

Article XII. Other Distributions

In any taxable year in which the Society is a private foundation as described in IRC 509 (a), the Society shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the Society shall not

- (a) engage in any act of self dealing as defined in IRC 4941 (d),
- (b) retain any excess business holdings as defined in IRC 4943 (c),
- (c) make any investments in such a manner as to subject the Society to tax under IRC 4944, or
- (d) make any taxable expenditures as defined in IRC 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

Article XIII. Political Activities

No substantial part of the activities of the Society shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501 (h) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

The above amendment to Article XI, and additional Articles XII and XIII were submitted by the President to the Board of Directors of the Carolina Butterfly Society on April 17, 2001 and received unanimous approval of the Board.

Paige E. Mulhollan, President

BY-LAWS Adopted June 8, 1996

By-Law 1. Purpose

1. By-Laws are rules adopted to facilitate the administration of the Constitution of the Carolina Butterfly Society.. They are likely to be amended as conditions affecting the Society change.
2. By-Laws are a supplement to the Constitution and are not intended to supplant the Constitution. Where a conflict may exist, the Constitution always will take precedence over the By-Laws.

By-Law II. Membership and Dues

1. Membership Categories:
 - a. Individual Member - This category allows one person to have voting privileges, to receive the benefits of membership and to participate in all activities of the Society.
 - b. Family Member-- This category allows up to two persons to have voting privileges; and for parents and their dependent children to receive the benefits of membership and to participate in all activities of the Society.
 - c. Corporate/Institutional Member – This category allows an organization to be represented by up to two persons who receive mail at the official organization address,

each of whom have voting privileges, receive the benefits of membership, and may participate in all activities of the Society on behalf of their organization.

d. Honorary Member - This category allows one person to have voting privileges, to receive the benefits of membership and to participate in all activities of the Society.

e. Complimentary Member - This category allows a person to receive the benefits of membership and to participate in all activities of the Society but does not include voting privileges or eligibility for office.

2. Criteria for selection of individuals for the categories of membership that do not require dues:

a. A permanent or one-year Honorary Membership may be awarded by the Executive Board to an individual who has made a significant and long-lasting contribution to the purposes of the Society. Examples of such contributions may include but are not limited to important scientific, educational or conservation achievements, meritorious service, and extraordinary financial support.

b. A Complimentary Membership may be given by the Executive Board to an individual or a representative of an organization when such action is deemed of value to the purposes of the Society.

3. Annual Dues Schedule:

a. Individual Membership - \$10.00

b. Family Membership - \$15.00

c. Corporate/Institutional Membership - \$25.00

d. Honorary Membership - no dues

e. Complimentary Membership - no dues

4. A "member in good standing" is defined as a person who:

a. has paid dues appropriate for his or her membership category; and

b. has not been removed from membership for acting against the purposes or interests of the Society as described under Article II, paragraph 5 of the Constitution.

5. The membership period is the calendar year from 1 January through 31 December.

By-Law III. Executive Board

1. The provisions establishing the Executive Board are in Article III of the Constitution.

2. The Executive Board meets as frequently as necessary to conduct the business of the Society.

a. The Executive Board convenes at the Annual Business Meeting and at least one additional time during the year as called by the President.

b. The out-going members of the Executive Board will meet with the incoming members at the Annual Business Meeting or as soon after the beginning of the membership period

as practical to transfer CBS property, files, records, and important knowledge of the Society to their successors.

By-Law IV. Voting and Elections

1. Procedures governing voting and elections are specified in Article VII of the Constitution.
2. A quorum is required for certain votes of the Executive' Board and the general membership. "Quorum" is defined as follows:
 - a. Ten percent of the general membership will constitute a quorum for conducting Society business at the Annual Business Meeting.
 - b. A simple majority of the Executive Board will constitute a quorum for conducting Executive Board business providing that the voting group includes at least two elected Officers.
 - c. Two counters will be appointed by the President to validate that a quorum is present.
3. New Executive Board members will take office immediately following the Annual Business Meeting.

By-Law V. Tasks and Specific duties of the Officers and Directors

1. The general duties of the Officers and Directors are established in Article V of the Constitution.
2. The duties of the President include but are not limited to the following:
 - a. preside over all CBS meetings and other official Society activities as necessary;
 - b. appoint Chairpersons and Editor(s);
 - c. appoint ad hoc committees;
 - d. act as an ex-officio member of all committees except the nominating subcommittee of the Leadership Development Committee;
 - e. publicly inform the Officers and Directors of their duties at the Annual Business Meeting; f. represent the Society at CBS and non-CBS functions where an official representative is appropriate;
 - g. delegate duties as appropriate and necessary;
 - h. receive and disburse funds of the Society in the absence of the Treasurer;
 - i. preside over elections in the absence of the Leadership Development Committee Chairperson except for the office of President;
 - j. coordinate the transition of the Executive Board in a meeting of the outgoing and incoming board members immediately following the Annual Business Meeting;
 - k. perform other duties that normally pertain to the office of President; and
 - l. transmit and communicate all CBS property, files, records, and important knowledge of the Society to his or her successor or to the Vice President, should there be no successor, immediately upon leaving office.
3. The duties of the Vice President include but are not limited to the following:
 - a. temporarily assume the duties of the President in her or his absence;

- b. serve as a member of the Field Trip Committee;
 - c. preside over the election of the President in the absence of the Leadership Development Committee Chairperson;
 - d. perform other duties that normally pertain to the office of Vice President; and
 - e. transmit and communicate all CBS property files, records, and important knowledge of the Society to his or her successor or to the President, should there be no successor, immediately upon leaving office.
4. The duties of the Treasurer include but are not limited to the following:
- a. represent the Society in the absence of the President and Vice President;
 - b. receive and appropriately deposit all dues, donations, bequests, and other income of the Society and make disbursements in a timely manner or as directed by the Executive Board and the By-Laws;
 - c. keep accurate records of all financial receipts and disbursements;
 - d. inform the members of the Executive Board of the financial status of the Society at their request, at least ten days prior to the Annual Business Meeting, and on a regular and frequent basis as directed by the By-Laws;
 - e.. periodically review the dues and fees of the society and recommend adjustments as necessary for the fiscal stability of the Society;
 - f. arrange for an annual review of the finances of the Society and any necessary audits;
 - g. serve as a member of the Finance Committee;
 - h. perform other duties that normally pertain to the office of Treasurer; and
 - i. transmit and communicate. all CBS property, files, records, and important knowledge of the Society to his or her successor or to the President, should there be no successor, immediately upon leaving office.
5. The duties of the Secretary include but are not limited to the following:
- a. represent the Society in the absence of the other officers;
 - b. record the minutes of the Annual Business Meeting, meetings of the Executive Board, and other activities in which a matter for record is conducted;
 - c. be familiar with the Constitution and By-Laws and Roberts Rules of Order, revised, and provide guidance and advice to the Executive Board regarding adherence to the provisions of these documents;
 - d. maintain records and files of the business and activities of the Society;
 - e. prepare and distribute copies of minutes, records, and other documents to the members of the Executive Board and to other persons as directed by the President;
 - f. aid the President and other members of the Executive Board in preparing meeting agendas and other documents;
 - g. receive correspondence to the Society and respond to or route it to the appropriate persons;
 - h. serve on the Membership Committee and maintain an accurate roster of members in good standing;
 - i. perform other duties that normally pertain to the office of Secretary; and
 - j. transmit and communicate all CBS property, files, records; and important knowledge of the Society to his or her successor or to the President, should there be no successor, immediately upon leaving office.

6. The duties of the Immediate Past President include but are not limited to the following:
 - a. transmit and communicate an CBS property, files, records, and important knowledge of the Society to the new President immediately upon leaving office;
 - b. serve as an advisor and provide assistance to the Executive Board regarding CBS history and on other matters of importance to the Society; and
 - c. chair a standing or ad hoc committee as requested by the President.

7. The duties of the South Carolina Member-at-Large and the North Carolina Member-at-Large include but are not limited to the following:
 - a. participate in the decision-making process on matters of importance to the Society;
 - b. communicate to the Executive Board the interests of the general membership with special emphasis on the interests of members from the State which he or she represents; and
 - c. serve as a member of a committee.

8. The duties of the several Committee Chairpersons include but are not limited to the following:
 - a. attend Executive Board meeting and present timely reports on committee activities.
 - b. select committee members;
 - c. convene their committees as frequently and in as timely a manner as is necessary and appropriate;
 - d. engage in activities and take actions as directed in the Constitution and By-Laws and by the Executive Board; and
 - e. transmit and communicate all CBS property, files, records, and important knowledge of the Society to his or her successor or to the President, should there be no successor, immediately upon leaving office.

9. The duties of the Editor(s) include but are not limited to the following:
 - a. attend Executive Board meetings and present timely reports on publications activities;
 - b. serve as a member of the Public Information Committee;
 - c. perform or delegate and supervise the tasks of writing, editing, illustrating, layout, design, and production of the publication(s) for which he or she is responsible; and
 - d. transmit and communicate all CBS property, files, records, and important knowledge of the Society to his or her successor or to the President, should there be no successor, immediately upon leaving office

By-Law VI. Committees

1. Provisions for committees are established in Article VI of the Constitution.

2. The standing committees of the Society include but are not limited to the following:
 - a. The Conservation Committee, which plans and organizes butterfly counts and other conservation activities.
 - b. The Education Committee, which educates the members and general public about butterflies.

- c. The Field Trips Committee, which plans and organizes field trips.
- d. The Finance Committee, which oversees the collection and disposition of CBS funds.
- e. The Membership Committee, which is responsible for recruiting new members and providing member services.
- f. The Leadership Development Committee, which oversees the processes of identifying, recruiting, training, placing, and recognizing the Society's volunteer leadership, including officer and elected board member nominations.
- g. The Programs Committee, which plans and organizes programs for meetings and other activities.
- h. The Public Information Committee, which coordinates the publications and publicizes activities of the Society.

The Constitution and By-Laws of the Carolina Butterfly Society are hereby adopted by a vote of the membership this 8th day of June, 1996, at the general membership meeting at Weymouth Woods Sandhills Nature Preserve, Southern Pines, North Carolina.

Dennis E. Burnette, President

Nancy Baldwin, Secretary