

See a Social Security Number? Say Something! Report Privacy Problems to https://public.resource.org/privacy Or call the IRS Identity Theft Hotline at 1-800-908-4490



Department of the Treasury

Internal Revenue Service

Short Form Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No. 1545-1150

2009

Open to Public Inspection

A F	or the 2009	calendar year,	or tax year beginning	September 1	, 2009, ar	nd ending	Aug	ust :	31	, 20 10
_	heck if applicable		C Name of organization				D Employ	er id	entifi	cation number
Address change		use IRS label or	Amos W. Butler Audubon S					2	3 72	53434
==	lame change ntral retum	print or type.	Number and street (or P O box,	if mail is not delivered to street	et address) F	Room/suite	E Teleph	one n	ımbe	r
=	erminated	See	PO Box 80024		ĺ			31	7 40	8-4029
<u>,</u>	mended return	Specific Instruc- City or town, state or country, and ZIP + 4				F Group Exemption				
] ^	pplication pendii	ng tions.	Indianapoli, IN 46280				Numb	er 🕨	•	
	• Section 50	01(c)(3) organiz	zations and 4947(a)(1) nonex	empt charitable trusts m	ust attach	G Accou	nting Met	hod:	V	Cash
	_	a coi	mpleted Schedule A (Form 9	90 or 990-EZ).			(specify)			
						H Check	. 🕨 🗹 ıf	the c	rgan	ization is not
	/ebsite: ►		utleraudubon.org			require	ed to atta	ch So	hed	ule B (Form 990,
J T	ax-exempt s	tatus (check o	nly one) — 🗹 501(c) (3) ◀	¶ (insert no.) ☐ 4947(a)(1) or 🔲 527	990-E	Z, or 990-	PF).		······-
K C	heck 🕨 🗔] If the organi	zation is not a section 509(a)(3) supporting organization a	nd its gross i	eceipts are n	ormally n	ot m	ore th	nan \$25,000. A
F	orm 990-EZ	or Form 990 re	turn is not required, but if the	organization chooses to fi	le a return, b	e sure to file	a comple	te ret	um.	
			e 9 to determine gross receipts,					\$		136,493
Pá			enses, and Changes in					tions	of io	Part I.)
	1 Con	trıbutıons, gif	ts, grants, and similar amo	unts received			· · L	1		131,954
	2 Prog	gram service ı	revenue including governm	ent fees and contracts			· · L	2		
	3 Men	nbership dues	s and assessments	· · · · · · · · ·			· · L	3		
	4 Inve	stment incom	ıe <i>.</i>				L	4		4,538
	5a Gros	ss amount fro	m sale of assets other than	n inventory	. 5a			İ		
	b Less	s: cost or othe	er basis and sales expense	s	. <u>5b</u>					
			n sale of assets other than					5c		
<u>۾</u> ا	6 Spec	al events and ac	tivities (complete applicable parts	of Schedule G). If any amount	is from gamin	g, check here l	▶ □			
Revenue	a Gros	ss revenue (no	ot including \$	of contributio	ns .			-		
Re	repo	rted on line 1)		. 6a			1		
	b Less	s: direct expe	nses other than fundraising	g expenses	. 6b			1		
	c Net	income or (lo:	ss) from special events and	d activities (Subtract line	6b from lir	ne 6a)		6c		
	7a Gros	ss sales of inv	entory, less returns and all	lowances	. 7a					
	b Less	s: cost of goo	ds sold		. 7b					
	c Gros	ss profit or (lo	ss) from sales of inventory	(Subtract line 7b from I	ıne 7a) .			7c		
	8 Othe	er revenue (de	escribe >		·) [8		
	9 Tota	al revenue. A	dd-lines 1, 2, 3, 4, 5c, 6c, 7	c, and 8			. ▶	9		136,492
	10 Gran	nts and simila	amount partial tact	nedule				10		29,500
	11 Ben	efits paid to o	amount partial faction				[11		
Se			rapensation, and employed				[12		1,629
Š	13 Prof	essional fees	and other play pents 20 mo	ependent contractors			Г	13		
Expenses	14 Occ	upancy, rent,	utilities, and maintenance	8			[14		
ŵ	15 Print	ting, publicati	ons, postage, and shipping]= 			[15		8,816
	16 Othe	er expenses (ons, postage and shipping describe See Attached					16		9,393
			Add lines 10 through 16 .				. ▶ [17		49,338
S			for the year (Subtract line					18		87,154
set	19 Net	assets or fur	nd balances at beginning of	of year (from line 27, co	olumn (A)) (must agree	with			
Assets	end-	of-year figure	e reported on prior year's re	eturn)				19		168,874
Net	20 Othe	er changes in	net assets or fund balance	es (attach explanation)			Г	20		
	21 Net	assets or fund	d balances at end of year.	Combine lines 18 through	gh 20 .		. ▶ [21		256,028
Pa	art II Ba	alance Shee	ets. If Total assets on line 2	25, column (B) are \$1,25	0,000 or m	ore, file For	m 990 ır	stea	d of	Form 990-EZ.
			(See the instructions for	Part II.)		(A) Beg	inning of y	ear		(B) End of year
22	Cash, sa	avıngs, and ir	vestments				168,	874	22	256,028
23		-							23	
24		ssets (describ)			24	
25		•					168,	874	25	256,028
26	Total lia	abilities (desc	cribe ►)			26	
27	Net ass	ets or fund b	palances (line 27 of column	n (B) must agree with lir	ne 21) .		168,	874	27	256,028

LOÚIII s	390-62 (2009)					raye 4	
Par	Statement of Program Service Accomp	olishments (See the instru	uctions for Part III	.)		Expenses	
What		(Required for section 501(c)(3) and 501(c)(4)					
Desc	What is the organization's primary exempt purpose? Environmental conservation and education Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise						
	ner, describe the services provided, the number o					izations and section a)(1) trusts, optional	
	program title.	•			for oth		
	Conservation / restoration of avian habitat from fund	s denoted through Birdathon	Drogram		-		
28	Conservation / restoration of avian nabitat from fund	s donated through birdathon	i program				

		includes foreign grants, che		. ▶ ⊔	28a	1,991	
29	Participated with Central Indiana Land Trust to conse	erve avian habitat in the Houg	gham Project		i		
	·						
]		
	(Grants \$ 5,000) If this amount	includes foreign grants, che	eck here	. ▶ 🗆	29a	0	
30	Lights Out Indy research (data collection and analysis						
00	at night with tall buildings with lights on. The ultimate						
	lighting at night to reduce bird mortality during migra						
					30a	3,610	
		includes foreign grants, che	eck nere	· • •	SUA	3,010	
31	Other program services (attach schedule)				 		
		includes foreign grants, che			31a		
	Total program service expenses (add lines 28a t				32		
Par	List of Officers, Directors, Trustees, and Key						
	(a) Name and address	(b) Title and average hours per week	(c) Compensation (if not paid,	(d) Contributio employee benefit		(e) Expense account and	
	(a) Hame and address	devoted to position	enter -0)	deferred compe		other allowances	
Don	Gorney						
6207	Carrington Dr, Indianapolis, IN 46236	President, 10	0		0	0	
	in Bıngham						
	Loughery La, Indianapolis, IN 46228	Secretary, 3	0		0	0	
	Meyer			•			
		Treasurer, 10	o		0	0	
	Washington Blvd, Indianapolis, IN 46205		0				
	y Ballenger	Director, 1			•		
	Evans Ave, Noblesville, IN 46060		0		0	0	
	Chapman	Director, 2					
8825	River Rd, Indianapolis, IN 46240		0		0	0	
Jane	t Creamer	Director, 1					
4901	Encore Dr #3, Indianapolis, IN 46237	Director, 1	0		0	0	
Trac	y Duncan	Durantan d					
1973	Spring Beauty Ct, Avon, IN 46123	Director, 1	0		0	0	
	ette Frazier						
8352	Pine Branch La, Indianapolis, IN 46234	Director, 2	0		0	0	
	Hayes						
	Braddock Dr. Indianapolis, IN 46268	Director, 1	o		0	o	
	a Lloyd	Director, 1	_		٥	0	
	6 Hickory Woods Dr, Fishers 46038		0		0		
	Munshower	Director, 1	_		_		
7610	Blain Way, Indianapolis, IN 46254		0		. 0	0	
Mart	yn Roberts	Director, 3		ļ			
5945	Ralston Ave, Indianapolis, IN 46220		0		0	0	
John	Schaust	Disaster 4					
1040	2 Indian Lake Blvd, South Dr, Indianapolis, IN 46236	Director, 1	0		0	0	
Laur	a Sexson						
	Southview Dr, Indianapolis, IN 46227	Director, 5	0	1	0	o	
	Shoger			-			
	Somerset Way South, Carmel IN 46033	Director, 1	o	<u> </u>	0	0	
			ļ		<u> </u>		
	nda Smith	Director, 5	_		_		
	Elkhorn Dr, Noblesville, IN 46062		0		0	0	
	er Sweets	Past President, 1					
1103	Needles Dr. Indianapolis, IN 46217		0		0	0	
Mari	y Williams	Director, 2					
5949	Hillside Ave East Dr, Indianapolis, IN 46220	J. 60101, 2	0		0	0	

	D-EZ (2009)		Р	age 3
Part	Other Information (Note the statement requirements in the instructions for Part V.)			
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33	Yes	No
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	34	✓	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.			
а	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	35a		✓
ь 36	If "Yes," has it filed a tax return on Form 990-T for this year?	35b 36		√
	Enter amount of political expenditures, direct or indirect, as described in the instructions. 37a 0 Did the organization file Form 1120-POL for this year?	37b		1
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?	38a		1
b 39	If "Yes," complete Schedule L, Part II and enter the total amount involved Section 501(c)(7) organizations. Enter:			
а	Initiation fees and capital contributions included on line 9			
b	Gross receipts, included on line 9, for public use of club facilities			
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0; section 4912 ▶ 0; section 4955 ▶ 0			
b	section 4911 ▶0 ; section 4912 ▶0 ; section 4955 ▶0 Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior			
	Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b		•
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958			
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization			
е	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T	40e		1
41	List the states with which a copy of this return is filed. ▶ Indiana			
42a	Total and the second		8-4029	9
h	Located at ► 4934 Washington Blvd ZIP + 4 ► At any time during the calendar year, did the organization have an interest in or a signature or other authority	464	205	
D	over a financial account in a foreign country (such as a bank account, securities account, or other financial		Yes	No
	account)?	42b		1
	If "Yes," enter the name of the foreign country: ▶			
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
С	At any time during the calendar year, did the organization maintain an office outside of the U.S.? If "Yes," enter the name of the foreign country: ▶	42c		✓
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the tax year		. 1	▶ □
44	Did the organization mountain any denor advised funds? If "Vee," Form 000 must be completed instead of		Yes	No
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44		1
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45		✓

Part V	Section 501(c)(3) organizations and s 501(c)(3) organizations and section 494 and complete the tables for lines 50 an	section 4947(a)(1) n 17(a)(1) nonexempt o id 51.	onexempt charit haritable trusts m	able trusts only. A ust answer question	II sec ons 46	tion 3–491	<u></u> 5
	Did the organization engage in direct or indirect]	Yes	No
	candidates for public office? If "Yes," complete S				46		1
	Did the organization engage in lobbying activities	•	•		47		1
	ls the organization a school as described in sectio				48		√
	Did the organization make any transfers to an ex		-		49a		✓
50	If "Yes," was the related organization a section 5 Complete this table for the organization's five high	ghest compensated er nployees (other tha	n officers, directors,	truste	es an	d key
	employees) who each received more than \$100,0 (a) Name and address of each employee paid more than \$100,000	300 of compensation f (b) Title and average hours per week devoted to position	(c) Compensation		(e)	Exper count a allowa	nse and
	\$100,000 of compensation from the organization (a) Name and address of each independent contractor			Type of service	(c) Cor	npensa	ation
d	Total number of other independent contractors of	ngah rassiying oyar \$1	20,000				
	Total number of other independent contractors e Under penalties of perjury, I declare that I have examine	ed this return, including acco	mnanying schedules and	statements, and to the be	st of my	knowl	edge
Sign Here	and belief, it is true, correct, and complete Declaration	of preparer (other than office	r) is based on all informa	Date	any kno	wledg	9
Paid Prepare	Preparer's signature	Date	Check if self- employed ▶	Preparer's identifying nur	nber (See	 e instruc	tions)
Use On	i rim s name (or			EIN ►			
May the	e IRS discuss this return with the preparer shown	above? See instruction	ons	▶ [Yes		No (2009)

SCHEDULE A

(Form 990 or 990-EZ)

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

OMB No 1545-0047
2009
Open to Public

Department of the Treasury ▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions. Inspection Internal Revenue Service Name of the organization **Employer identification number** 23 7253434 Amos W. Butler Audubon Society, Inc. Reason for Public Charity Status (All organizations must complete this part.) See instructions. Part I The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.) A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i). A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.) 2 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii). A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.) A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v). ĥ An organization that normally receives a substantial part of its support from a governmental unit or from the general public 7 described in section 170(b)(1)(A)(vi). (Complete Part II.) A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.) R An organization that normally receives: (1) more than 33\% % of its support from contributions, membership fees, and gross 9 receipts from activities related to its exempt functions-subject to certain exceptions, and (2) no more than 331/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.) An organization organized and operated exclusively to test for public safety. See section 509(a)(4). 10 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h. a 🗌 Type I **b** Type II c Type III-Functionally integrated d Type III-Other e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons? Yes No (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) 11g(i) and (iii) below, the governing body of the supported organization? 11g(ii) (ii) A family member of a person described in (i) above? . . . 11g(iii) (iii) A 35% controlled entity of a person described in (i) or (ii) above? . Provide the following information about the supported organization(s). (i) Name of supported (ii) EIN (iii) Type of organization (iv) is the organization (v) Did you notify (vi) Is the (vii) Amount of in col. (i) listed in your organization in col organization (described on lines 1-9 the organization in support (i) organized in the above or IRC section governing document? col (i) of your (see instructions)) support? US? Yes No Yes No Yes No

Total

Par	Support Schedule for Org (Complete only if you check					and 170(b)(1))(A)(vi)
Sec	tion A. Public Support						
Ca	lendar year (or fiscal year beginning in) 🕨	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1	Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	31,305	43,364	50,200	44,070	44,916	213,855
2	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0	0	0	0	0
3	The value of services or facilities furnished by a governmental unit to the organization without charge	0	0	0	0	0	0
4	Total. Add lines 1 through 3	31,305	43,364	50,200	44,070	44,916	213,855
5	The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						246
6	Public support. Subtract line 5 from line 4.						213,609
Sec	tion B. Total Support						
	lendar year (or fiscal year beginning in) 🕨	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7	Amounts from line 4	31,305	43,364	50,200	44,070	44,916	213,855
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	374	7,417	6,390	5,120	4,538	23,839
9	Net income from unrelated business activities, whether or not the business is regularly carried on	0	0	0	0	0	0
10	Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	0	0	0	0	0	0
11	Total support. Add lines 7 through 10 .						237,694
12	Gross receipts from related activities, etc	. (see instructio	ns)			12	7,402
13	First five years. If the Form 990 is for organization, check this box and stop he tion C. Computation of Public Su	re	<u></u>	id, third, fourth	=		n 501(c)(3) \blacktriangleright \Box
		L		1 (6)		14	89.87 %
14	Public support percentage for 2009 (line	·	•			15	90.14 %
15 16a	Public support percentage from 2008 Sct 33% % support test—2009. If the organizand stop here. The organization qualifies	zation did not d	heck the box o				ck this box
b	33% % support test—2008. If the organization qua	zation did not c	heck a box on	line 13 or 16a,	and line 15 is	33%% or more,	
17a	10%-facts-and-circumstances test — 20 more, and if the organization meets the "facts-and-circum organization meets the "facts-and-circum"	acts-and-circun	nstances" test,	check this box	and stop here.	Explain in Part	IV how the
b 18	10%-facts-and-circumstances test—2008 more, and if the organization meets the "facts-and-circumstate" Private foundation. If the organization did	acts-and-circum inces" test. The	stances" test, o organization qua	check this box a alifies as a public	and stop here. bly supported or	Explain in Part ganization	IV how the

	t III Support Schedule for Organ	nizations Da	porihed in S	cotion 500/-	1/2)		Page
T GI	(Complete only if you checke				IJ(4)		
Sec	tion A. Public Support						
Ca	lendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1	Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
	organization's fax-exempt purpose					1	
3	Gross receipts from activities that are not an unrelated trade or business under section 513						-
4	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5	The value of services or facilities furnished by a governmental unit to the organization without charge						
6	Total. Add lines 1 through 5					1	
7a	Amounts included on lines 1, 2, and 3 received from disqualified persons .	····					
b	Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
С	Add lines 7a and 7b						
8	Public support (Subtract line 7c from line 6.)					<u></u>	
	tion B. Total Support		T		1		T
Ca	llendar year (or fiscal year beginning in) 🕨	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 10a	Amounts from line 6						
b	Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
С 11	Add lines 10a and 10b						
	activities not included in line 10b, whether or not the business is regularly carried on						
12	Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13	Total support. (Add lines 9, 10c, 11, and 12)						
14	First five years. If the Form 990 is for toganization, check this box and stop	. •	•	nd, third, fourtl	•		` ' ' ' -
Sec	tion C. Computation of Public Su						
15 16	Public support percentage for 2009 (lin Public support percentage from 2008 S			ne 13, column		15 16	% %
Sec	tion D. Computation of Investmer						
17	Investment income percentage for 2009	(line 10c, co	lumn (f) divide	d by line 13, c	olumn (f)) .	17	%
18	Investment income percentage from 20				* * * *	18	%

19a 331/3 % support tests - 2009. If the organization did not check the box on line 14, and line 15 is more than 331/3 %, and line

17 is not more than 33½ %, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐ **33½ % support tests—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33½ %, and line 18 is not more than 33½ %, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐ **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Schedule A (Fo	om 990 or 990-EZ) 2009	Page 4
Part IV	Supplemental Information. Complete this part to provide the explanations required by Part II, line Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instruction	10; າຣ.
		-

Line 10 - Grants and similar amounts paid

American Bird Conservancy	\$10,800
Central Indiana Land Trust	7,400
Audubon Indiana	4,000
Eagle Creek Park Foundation	3,000
Marian University	1,800
Keep Indianapolis Beautiful	1,300
Indiana State Museum Foundation	700
Greene County Community Foundation	500
Total	\$29,500

Line 16 – Other Expenses

Lights Out Indy – Supplies, Data Collection and Analysis	\$1,982
Education Materials	1,856
Insurance	1,812
Birdathon Supplies	1,186
Honoraria for Educational Programs	600
Brock CDs	515
National Audubon Memberships	495
Office Supplies & Misc Fees	333
Organization Memberships	265
Hospitality for Board Meetings	212
Hospitality for Programs	99
Website	38
Total	\$9,393

AMENDED AND RESTATED BYLAWS

OF

AMOS W. BUTLER AUDUBON SOCIETY, INC.

ARTICLE I

Name

The name of this nonprofit corporation ("Corporation") shall be Amos W. Butler Audubon Society, Inc.

ARTICLE II

Purposes

- Section 1. The purposes of this Corporation shall be to engage in educational, scientific, and philanthropic pursuits that lead to the enjoyment and conservation of birds and their habitats and in any other activities that the Corporation may from time to time deem appropriate and which are allowed by Section 501(c)(3) of the U.S. Internal Revenue Service Code and the policies of the National Audubon Society.
- Section 2. In furtherance thereof, the Corporation may promote and carry out studies consistent with its purposes, commission others to carry out such studies in its name, and upon request make the results of such studies known to appropriate representatives of state and federal agencies, nonprofit research organizations, and other nonprofit agencies or foundations. To this and other ends, the Corporation may apply for, administer, and use grants and funds from state and federal granting agencies and non-governmental entities. Property may be acquired, held, and disposed of by the Corporation in any lawful manner consistent with the prohibition against acquisition and disposition of property by organizations as defined in Section 501(c) of the U.S. Internal Revenue Service Code and its regulations as they now exist or may be amended, providing that the Corporation shall not otherwise engage in activities which in themselves are in furtherance of any exempt purposes except as do not represent a substantial part of its activities.

ARTICLE III

Members

- Section 1. The members of the Corporation shall consist of those individuals who are current in their payment of dues as fixed from time to time by the Board of Directors of the Corporation.
- Section 2. The annual meeting of the members shall be held at such time and place as may be specified by the Board of Directors of the Corporation.
- Section 3. A regular meeting of the members shall be held each month from September through May at such time and place as may be specified by the President.

- **Section 4.** Special meetings of the members of the Corporation may be called at any time by the President of the Corporation, by a majority of the Board of Directors, or by a written petition signed by at least one-tenth (1/10) of the members of the Corporation.
- **Section 5.** A written notice stating the place, day, and hour of any meeting of the members and, in the case of a special meeting, the purpose or purposes for which such a meeting is called, shall be delivered or mailed at least ten (10) days before the date of the meeting, by the Secretary of the Corporation or by the person calling the meeting, to each member of record of the Corporation. Notice by publication in the Corporation's newsletter or posting on the Corporation's web site shall constitute written notice to any member.
- **Section 6.** Each member shall be entitled to one (1) vote on each question that comes before a meeting of the members. Each question shall be determined by a majority vote of the members present.
 - Section 7. A quorum at any duly called meeting shall consist of the members present.

ARTICLE IV

Directors

- Section 1. The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall consist of seven to nineteen members. The precise number shall be specified by resolution of the Board of Directors. Except as provided in Section 2, a director shall serve for a term of three years or until his successor is elected. A director may serve for no more than six (6) consecutive years.
- Section 2. One-third (1/3) of the directors elected in 2010 shall serve for a term of one (1) year, one-third (1/3) shall be elected for a term of two (2) years and one-third (1/3) shall be elected for a term of three (3) years. If the number of directors elected in 2010 is not a multiple of three (3), then the Board of Directors shall make appropriate adjustments to the number of directors elected for the one (1) or two (2) year terms. Directors elected after 2010 shall be elected for a term of three (3) years except as otherwise specified by the Board of Directors, so that approximately one-third of the Board of Directors is elected each year.
- Section 3. The Nominating Committee shall present its nominations for directors at a regular meeting to be held no later than April. At that meeting members may also make nominations from the floor. After such nominations are closed, the members shall by plurality vote elect the directors designate from among the nominees. The directors so elected shall take office at the first meeting following their election.
- **Section 4.** When a vacancy occurs on the Board of Directors for any reason other than the expiration of a director's term or an increase in the number of directors, the remaining directors shall elect by majority vote a director to serve until the expiration of the term vacated.

When a vacancy occurs by reason of an increase in the number of directors prescribed in the Articles of Incorporation or Bylaws, the vacancy shall be filled by majority vote of the members of the Corporation.

- Section 5. A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of any business except the filling of vacancies on the Board. The act of a majority of the directors present at a meeting at which a quorum is present shall be regarded as the act of the Board of Directors.
- **Section 6.** The Board of Directors shall meet annually, immediately following the annual meeting of the members, or at such other place and time as determined by the Board of Directors, for the purpose of electing officers of the Corporation for the ensuing year and transacting such other business as properly may come before the Board.
- **Section 7.** The Board of Directors shall hold regular meetings at such times and places as specified by the Board of Directors.
- **Section 8.** Special meetings of the Board of Directors may be called, upon not less than three (3) days' written notice, by the President of the Corporation or by a majority of the Board of Directors. Such a special meeting may be held at such place as is specified in the call of the special meeting. The purpose of any such meeting need not be specified.
- Section 9. The Board of Directors may by resolution create an Executive Committee consisting of the President and a minimum of two (2) additional directors. Such Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Corporation during intervals between meetings of the Board of Directors, to the extent provided in such resolution.
- Section 10. The Board of Directors, or a committee thereof, may (a) permit a director or a committee member to participate in a regular or special meeting by or (b) conduct a regular or special meeting through the use of any means of communication by which all directors or committee members participating may simultaneously hear each other during the meeting. A director or committee member participating in a meeting by such means shall be considered present in person at the meeting.
- Section 11. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each director or committee member and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this Section shall have the effect of approval at a meeting and may be described as such in any document.
- Section 12. A director may be removed from office at any time, with or without cause, by a majority vote of the directors.

ARTICLE V

Committees

The Board of Directors may establish such committees, standing or special, as deemed necessary to carry out the duties of the Board. Standing Committees shall include Communications, Program, Membership, Field Trip, Conservation, and Education. Ad-hoc committees such as Elections shall be created as necessary. Chairs of all committees shall be appointed by the President and approved by majority vote of the Board. All committee members shall be members of the Corporation in good standing. Chairs of Committees serve concurrently with the President and may be reappointed.

ARTICLE VI

Officers

Section 1. The Corporation shall have a President, a Recording Secretary, a Treasurer, a Past President and such other officers as specified by the Board of Directors. Each officer shall be elected by the Board of Directors at its annual meeting and shall serve until the next annual meeting or until the officer's successor is elected. An officer shall be a member of the Corporation, and except for the President, an officer need not be a member of the Board of Directors. Any officer may be removed by the Board of Directors at any meeting announced as set forth in these Bylaws by a majority vote of the Board. Any vacancy occurring on the Board or in any office prior to the annual election shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the next annual meeting or until that person's successor is elected. A vacancy in the office of President shall be filled in order of succession by the Vice President, Recording Secretary or Treasurer until a successor is elected by a majority vote of the Board.

- **Section 2.** The President shall preside at all meetings of the members and of the Board of Directors of the Corporation and shall possess and exercise general executive and supervisory authority over the Corporation's affairs and its other officers and employees. The President shall be an *ex officio* member of all committees and perform all duties incident to the office of President and such other duties as the Board of Directors may prescribe.
- **Section 3.** The Vice President, if any, or, in the absence of the Vice President, the Recording Secretary shall perform the duties and have the powers of the President in the absence of the President in the event of the President's inability or refusal to serve. The Vice President, if any, shall perform such other duties as the Board or the President may prescribe.
- Section 4. The Recording Secretary shall be the custodian of the papers, books, and records of the Corporation. The Recording Secretary shall take the minutes at all meetings of the Board and business meetings of the members. The Recording Secretary shall submit the minutes to the Board in a timely fashion for corrections and approval at the subsequent meeting. If the Recording Secretary is acting as the chairman of the meeting, the Recording Secretary shall appoint another Board member to take the minutes of the meetings. The Recording Secretary shall also perform such other duties as the Board of Directors or President may prescribe.

Section 5. The Treasurer shall have custody of the Corporation's funds; shall disburse the funds as may be ordered by the Board: shall report to the Board at its regular meetings or as

requested; shall prepare an annual report on the financial condition of the Corporation for distribution to the members at the annual meeting of the members, a copy of which shall be forwarded to the National Audubon Society; and may serve as Chair of the Finance Committee.

Section 6. The Past President shall serve as a director and perform such duties as the President or the Board may prescribe.

Section 7. A committee Chair who is not a director may serve as a member of the Board of Directors in a non-voting *ex officio* capacity.

ARTICLE VII

Conflict of Interest

Section 1. It is the policy of the Corporation and its Board of Directors that the Corporation's directors, officers and employees carry out their respective duties in a fashion that avoids actual, potential or perceived conflicts of interest. The Corporation's directors, officers and employees shall have the continuing affirmative duty to report any personal ownership, interest or other relationship that might affect their ability to exercise impartial, ethical and business-based judgments in fulfilling their responsibilities to the Corporation. This policy shall be further subject to the following principles:

- (a) Directors, officers and employees of the Corporation shall conduct their duties with respect to potential and actual grantees, contractors, suppliers, agencies and other persons transacting or seeking to transact business with the Corporation in a completely impartial manner, without favor or preference based upon any consideration other than the best interests of the Corporation.
- (b) Directors, officers and employees of the Corporation shall not seek or accept for themselves or anyone else, from any person or business entity that transacts or seeks to transact business with the Corporation, any gifts, entertainment or other favors relating to their positions with the Corporation that exceed common courtesies consistent with ethical and accepted business practices.
- (c) If a director, or a director's relative (the term "relative" includes spouses, ancestors and descendants, whether by whole or half blood), directly or indirectly owns a significant financial interest in, or is employed by, any business entity that transacts or seeks to transact business with the Corporation, the director shall disclose that interest or position and shall refrain from voting on any issue pertaining to the transaction.
- (d) Officers and employees of the Corporation shall not conduct business on behalf of the Corporation with a relative or a business entity in which the officer, employee or his or her relative owns a significant financial interest or by which such officer, employee or relative is employed, except where such dealings have been disclosed to, and specifically approved and authorized by, the Board of Directors of the Corporation.

(e) The Board of Directors may require the Corporation's directors, officers or employees to complete annually (or as otherwise scheduled by the Board) a disclosure statement regarding any actual or potential conflict of interest described in these Bylaws. The disclosure statement shall be in such form as may be prescribed by the Board and may include information regarding a person's participation as a director, officer or employee of any other nonprofit organization. The board of Directors shall be responsible for oversight of all disclosures or failures to disclose and for taking appropriate action in the case of any actual or potential conflict of interest transaction.

Section 2. The failure of the Corporation, its Board of Directors or any or all of its directors, officers or employees to comply with the conflict of interest provisions of these Bylaws shall not invalidate, cancel, void or make voidable any contract, relationship, action, transaction, debt, commitment or obligation of the Corporation that otherwise is valid and enforceable under applicable law.

ARTICLE VIII

Contracts, Loans, Checks

Section 1. The Board of Directors may authorize any officers or agents of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Except as provided in these Bylaws, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount unless so authorized by the Board of Directors.

Section 2. Unless authorized by the Board of Directors, no loan shall be made by or contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name.

Section 3. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by the Treasurer, or, if absent, by either the President or the Recording Secretary.

ARTICLE IX

Indemnification

The Corporation shall and hereby does indemnify to the full extent permitted by law each director, officer, former director and former officer of the Corporation against expenses actually and reasonably incurred in connection with the defense of any claim, threatened claim, action, suit or proceeding in which such person may become involved:

- (a) By reason of his or her being or having been a director, officer, employee or agent of the Corporation or any corporation where he or she served as such at the request of the Corporation, or
- (b) By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust or other organization or entity where he or she served as such at the request of the Corporation, or

(c) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

Notwithstanding the foregoing, no indemnification shall be provided for willful misconduct.

ARTICLE X

Fiscal Year

The fiscal year of the Corporation shall be September 1 through August 31.

ARTICLE XI

Relationship with National Audubon Society

Section 1. The Corporation shall not enter into any commitments binding on the National Audubon Society (the "Society") without written authorization by the Society nor shall the Society enter into any commitments binding on the Corporation without written authorization by the Corporation.

Section 2. The Corporation may terminate its status as a chapter of the Society, and the Society may terminate the status of the Corporation as a Chapter of the Society pursuant to the procedures set forth in the 2001 Audubon Chapter Policy adopted by the Society's Board of Directors on December 8, 2001.

ARTICLE XII

Dissolution

In the event of dissolution or termination of the Corporation, the Board of Directors shall, after the payment of all of the liabilities of the Corporation, transfer and convey all remaining assets to such other organization or organizations, if it is then an organization described in Section 501(c)(3) of the U.S. Internal Revenue Service Code, as may be selected by the Board of Directors.

ARTICLE XIII

Amendments

The power to make, alter, amend, or repeal these Bylaws is vested in the Board of Directors.

Approved - AWBAS Board of Directors - January 12, 2010

Approved - Members of the Corporation – April 13, 2010

Re-Approved - AWBAS Board of Directors – September 14, 2010

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

AMOS W. BUTLER AUDUBON SOCIETY, INC.

The undersigned officer of Amos W. Butler Audubon Society, Inc. (the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended ("Act"), hereby executes the following Amended and Restated Articles of Incorporation (the "Articles of Incorporation") which supersede and take the place of the previously existing Articles of Incorporation and all provisions and amendments thereto.

ARTICLE I

Name

The name of the Corporation is Amos W. Butler Audubon Society, Inc.

ARTICLE II

Purposes

The Corporation is organized and shall be operated exclusively for the following educational, scientific, literary, and charitable purposes:

Section 1. To engage in any such educational, scientific, literary, historical, philanthropic, and charitable pursuits as may be part of the stated purposes of the National Audubon Society, of which this Corporation shall function as a chapter.

Section 2. To pursue such other educational, scientific, literary, and charitable purposes as the Corporation may from time to time deem appropriate.

ARTICLE III

Powers

In furtherance of the purposes for which it is organized, the Corporation shall have the following general rights, privileges, and powers:

<u>Section 1.</u> To continue as a corporation under its corporate name perpetually;

<u>Section 2.</u> To sue and be sued in its corporate name;

Section 3. To acquire, own, hold, use, lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real or personal, tangible or intangible;

Section 4. To borrow money and to issue, sell, or pledge its obligations and evidences of indebtedness, and to mortgage its property and franchises to secure the payment thereof;

Section 5. To carry out its purposes in this state and elsewhere; to have one or more offices inside or outside this state; and to acquire, own, hold and use, and to lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real or personal, tangible, or intangible, inside or outside this state;

Section 6. To acquire, hold, own, and vote and to sell, assign, transfer, mortgage, pledge, or otherwise dispose of the capital stock, bonds, securities, or evidences of indebtedness of any other corporation, domestic or foreign, insofar as the same is consistent with the purposes of the Corporation;

Section 7. To appoint such officers and agents as the affairs of the Corporation may require and to define their duties and fix their compensation;

Section 8. To indemnify any director or officer or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of

another corporation, against expenses actually and reasonably incurred by him in connection with the defense of any civil action, suit, or proceeding in which he is made or threatened to be made a party by reason of being or having been a director or officer, except in relation to matters as to which he is adjudged in the action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation;

Section 9. To purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability;

Section 10. To make bylaws for the government and regulation of its affairs;

Section 11. To cease its activities and to dissolve and surrender its corporate franchise;

Section 12. To do all acts and things necessary, convenient, or expedient to accomplishing the purposes for which it is formed. Notwithstanding any other provision of these Articles, however, the Corporation shall not engage in a regular business of a kind ordinarily carried on for profit. No part of the Corporation's net earnings may inure to the benefit of any member or individual, and no member or individual may receive any pecuniary benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered; and

Section 13. Notwithstanding any other provision of these Articles, no substantial part of the activities of the Corporation shall be or consist of carrying on propaganda, or otherwise attempting, to influence legislation except as otherwise permitted by Section 501(h) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE V

Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the resident agent in charge of the Corporation's principal office at the time of the adoption of these Articles of Incorporation is Debra W. Lloyd, 11326 Hickory Woods Drive, Fishers, Indiana 46038.

Section 2. Principal Office. The address of the principal office of the Corporation at the time of the adoption of these Articles of Incorporation is 11326 Hickory Woods Drive, Fishers, Indiana 46038.

ARTICLE VI

Members

The Corporation shall have members. The characteristics, qualifications, rights, limitations and obligations of the members shall be set forth in the Corporation's Bylaws.

ARTICLE VII

Directors

The exact number of directors of the Corporation shall be prescribed from time to time in accordance with the Bylaws of the Corporation at a number no greater than nineteen (19) and no smaller than seven (7).

ARTICLE VIII

Election of Directors

The directors of the Corporation shall be elected in the manner and for the terms specified in the Bylaws of the Corporation.

ARTICLE IX

Regulation of Corporate Affairs

The affairs of the Corporation shall be subject to the following provisions:

Section 1. Neither the members of the Corporation nor the Board of Directors shall have power or authority to do any act that will prevent the Corporation from being an organization described in Section 501(c)(3) of the Internal Revenue Code.

Section 2. No member or director of the Corporation may receive any pecuniary benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered, and none of the Corporation's net earnings shall inure to the benefit of any private individual.

Section 3. Subject to the provisions of these Articles of Incorporation and applicable law, the Board of Directors shall have complete and plenary power to manage, control, and conduct all the affairs of the Corporation.

Section 4. The power to make, alter, amend, and repeal the Corporation's Bylaws is vested in the Board of Directors.

Section 5. No member or director of the Corporation shall be liable for any of its obligations.

Section 6. Meetings of the members and meetings of the Board of Directors may be held either in the State of Indiana or elsewhere.

Section 7. By a vote of a majority of the members of the Corporation, a director may be removed, with or without cause, at a meeting of the members of the Corporation called expressly for that purpose.

Section 8. If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed to the National Audubon Society, if it is then an organization described in Section 501(c)(3) of the Code, or, if the National Audubon Society is not then so described or does not accept the property, then to such other organization or organizations so described as may be selected by the Board of Directors.

Approved - AWBAS Board of Directors - January 12, 2010

Approved - Members of the Corporation - April 13, 2010