

NOTICE OF ANNUAL MEETING OF MEMBERS

The Annual Meeting (the **Annual Meeting**) of the Members of Audubon Naturalist Society of the Central Atlantic States, Inc. (the **Corporation**) will be held on October 20, 2022, from 6:30 pm until 8:30 pm at Woodend Nature Sanctuary, 8940 Jones Mill Road, Chevy Chase, Maryland 20815.

At the Annual Meeting, we will follow the standard annual meeting agenda, including election of directors.

We will also consider something special. The Members will be asked to consider changing, and to vote favorably to change, the name of the Corporation to Nature Forward Inc. The vote will also include the approval of conforming changes to the Corporation's bylaws.

The Members are aware that the Corporation has been considering a name change for quite some time. Various other regional entities affiliated with the National Audubon Society have also been considering changing their names. After a great deal of research, thought, and soul-searching, the matter was formally considered by the Board of Directors at its June 2022 meeting. Some background follows.

In June 2022, the Corporation's Board of Directors met and, among other things, considered the proposed name change. This consideration followed several months of input, study, and deliberation by more than 1,000 stakeholders including members, donors, supporters, program participants and others. Here are excerpts from the minutes of that Board meeting that lay out the basics of the proposed name change:

The Board of Directors has received a report on the proposed change of the Corporation's name from the Executive Director, the members of the Naming the Future Task Force, and the brand consulting firm, Spitfire Strategies. The name development process, managed by Spitfire, considered various names, including reviewing membership surveys, conducting leadership roundtables, collecting results from focus groups, and reviewing the results of surveys from other stakeholders. The Board has consulted with counsel to determine whether other organizations are using names that are similar to the name the Board has chosen, to minimize the risk that the new chosen name could lead to legal liability for infringement or the like. The Board has selected "Nature Forward Inc." as the new name of the Corporation.

Lisa Alexander (the Corporation's Executive Director) explained why she thought the Board of Directors should approve the new name for the Society, "Nature Forward Inc." She said the new name is active, appeals to young people, and carries none of the barriers of the current name. It will end confusion with the National Audubon Society. It is a name that resonates and will allow us to be an environmental leader in the area for another 125 years. For all those reasons and more, she wholeheartedly recommended that the Board of Directors approve the new name.

At the June Board of Directors meeting, the Board adopted certain resolutions related to the name change, including:

[R]esolved that that, subject to the affirmative vote of the membership, Article 1 of the Corporation's Amended and Restated Articles of Incorporation, dated November 19, 2015, shall be amended to read as follows:

1. **Name.** The name of the corporation is "Nature Forward Inc."

Further resolved that at the annual meeting of the members, to be conducted in October 2022, the following resolution shall be presented to the members for approval, with the Board's recommendation that it be approved:

Resolved that Article 1 of the Corporation's Amended and Restated Articles of Incorporation, dated November 19, 2015, shall be amended to read as follows:

1. **Name.** The name of the corporation is "Nature Forward Inc."

The Board met again on September 14, 2022. At that Board of Directors meeting, the Board adopted a resolution to amend the Corporation's bylaws to change the name to "Nature Forward Inc." and to change the word "Society" (which was the shorthand name used to identify the Corporation in the bylaws, given its existing legal name) to "Corporation." The minutes of the September 14 meeting reflect that the Board approved a resolution to adopt Amended and Restated Bylaws in which, as indicated above, the name of the Corporation is "Nature Forward Inc." and the Corporation is referred to as "Corporation" instead of "Society." A redlined version of the Amended and Restated Bylaws had been distributed to the Board in connection with that resolution. That redlined version will be made available to all members by clicking on a link that is elsewhere in this Notice of Annual Meeting.

Under the bylaws, the Board has the power to adopt amendments, but amendments must be ratified by the affirmative vote of the Members. Therefore, the Members will be asked to vote for a resolution that contains these related parts: (i) to approve the change of the Corporation's name, (ii) to formalize the change of name by amending the Articles of Incorporation, and (iii) to approve the conforming changes to the bylaws.

The Board of Directors looks forward to seeing you at the Annual Meeting.

By order of the Board of Directors.

Dated: September 14, 2022

Respectfully submitted, Rob Timmons, Secretary

**Amended and Restated Bylaws
of
Nature Forward Inc.
(the "Corporation")**

AS AMENDED TO SEPTEMBER 2022

ARTICLE 1

PURPOSE

It shall be the purpose of the Corporation to promote natural history education and the protection and conservation of nature as more fully set forth in Section 5 of the Corporation's Certificate of Incorporation.

ARTICLE 2

MEMBERSHIP

2.1 *Eligibility.* Any person in sympathy with its purpose and objects may become a member of the Corporation upon making a contribution in the corresponding class of membership established pursuant to Section 2.2 of these bylaws.

2.2 *Classes of Members.* The Corporation shall be composed of such classes of members, with such corresponding contributions, as the Board of Directors (the "Board") shall determine.

2.3 *Voting Rights.* All members are entitled to vote. At all meetings of members for the election of directors at which a quorum is present a plurality of the votes cast shall be sufficient to elect.

2.4 *Meetings.* There shall be an Annual Meeting of the members of the Corporation, which shall be held at such time and place as the Board of Directors shall determine. Special business meetings of the members of the Corporation shall be held when called by the Board or upon the written petition to the President of not less than thirty members of the Corporation. Notice of all meetings shall be given to members no fewer than 10 nor more than 60 days before the meeting.

2.5 *Telephonic or Internet Meetings Permitted.* Any Annual or Special Meeting of the members may be conducted by means of the internet, conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

2.6 *Quorum.* Except as otherwise provided by law, the certificate of incorporation or these bylaws, at each meeting of the members the presence in person or by proxy of forty members shall be necessary and sufficient to constitute a quorum.

2.7 *Action By Unanimous Written Consent of Members.* Unless otherwise restricted by the certificate of incorporation, any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on such action consent thereto in writing or by electronic transmission and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the members in accordance with applicable law.

ARTICLE 3

BOARD OF DIRECTORS

3.1 *Composition.* The Board of Directors shall consist of not less than fifteen nor more than twenty members elected by the general membership of the Corporation at its Annual Meeting.

3.2 *Election and Tenure.* Directors shall be elected for three-year terms, in three annual classes of five or more Directors each. No Director shall be eligible for re-election until one year after the expiration of two consecutive terms, provided that a Director elected to fill a vacancy within one year of the end of that respective term shall be eligible for re-election for two following full terms.

3.3 *Nominations.* Elections of Directors shall be from a list of candidates submitted by the Governance Committee and included in the Notice of the Annual Meeting pursuant to Section 2.4 of these bylaws. Members of the Corporation may make additional nominations by letter transmitted to the Secretary at least seven days prior to the Annual Meeting supported by the signatures of at least 40 members.

3.4 *Vacancies.* Any vacancy occurring in the Board of Directors shall be filled for the unexpired term by election by the Board of Directors after receiving nominations from the Governance Committee under Section 6.2 of these bylaws.

3.5 *Powers and Duties.* The management of the Corporation shall be vested in the Board of Directors, which shall decide upon policies to be followed, control all funds and moneys, and elect all Officers.

3.6 *Meetings.* Meetings of the Board of Directors shall be called at the direction of the President or at the written request to the President of three members of the Board. Notice of all such meetings shall be given to all members of the Board at least ten days in advance of the meeting.

3.7 *Telephonic or Internet Meetings Permitted.* Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof by means of the internet, conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

3.8 *Quorum.* One-third of the members of the Board of Directors shall constitute a quorum.

3.9 *Executive Committee.* The Board of Directors shall establish an Executive Committee consisting of each of the Officers of the Corporation elected under Article IV and additional members of the Board of Directors, elected by the Board of Directors. The Executive Committee shall have such authority as may be delegated to it by the Board of Directors.

3.10 *Action by Unanimous Consent of Directors.* Unless otherwise restricted by the certificate of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the board or committee in accordance with applicable law.

ARTICLE 4

ELECTIVE OFFICERS

4.1 *Number and election.* The elective Officers of the Corporation shall be a President, a Vice President, a Treasurer, and a Secretary who shall be elected biennially by the Board of Directors from among the members of the Board with two or more years remaining to serve at its first meeting following the Annual Meeting in every odd calendar year. A vacancy in any office shall be filled for the unexpired term by election by the Board as soon as possible after it arises.

4.2 *Tenure.* Officers shall be elected for two-year terms. No Officer shall be eligible for election to any office under this Article until one year after the expiration of three consecutive terms in that office, provided that an Officer elected to fill a vacancy within one year of the end of that respective term shall be eligible for re-election for three following full terms.

4.3 *President.* The President shall be the chief elective Officer of the Corporation. He or she shall preside at all meetings of the Corporation, the Board of Directors, and the Executive Committee. The President shall appoint the members of all committees, except the Executive Committee, and designate their chairs. He or she shall prepare an annual report of the activities of the Corporation.

4.4 *Vice President.* The Vice President shall fulfill the duties of the President in his or her absence and shall have such other responsibilities as may be established by the Board of Directors.

4.5 *Treasurer.* Except as provided in ARTICLE 6 and ARTICLE 7, the Treasurer shall supervise and be responsible for receiving all moneys, making all disbursements thereof as authorized by the Board of Directors, and keeping the books of account by the Corporation staff and shall make periodic reports to the Board of Directors. A report of the Treasurer shall be published to the membership of the Corporation annually in a generally circulated publication of the Corporation and shall include the summary of the audit report required by Section 10.1 of these bylaws.

4.6 *Secretary.* The Secretary shall keep minutes of all meetings of the Corporation and of the Board of Directors and shall perform such other duties as normally pertain to the office of Secretary.

ARTICLE 5

APPOINTIVE OFFICERS

The Board of Directors may appoint such additional Officers and Assistant Officers as it may from time to time determine, with such authority and responsibilities as the Board may establish consistent with the elective offices established under ARTICLE 4. Such appointive Officers and Assistant Officers shall serve at the pleasure of the Board of Directors.

ARTICLE 6

COMMITTEES

6.1 *Finance Committee.* There shall be a Finance Committee composed of the Treasurer and not less than two other persons well qualified in financial matters. The Committee shall be responsible for oversight, monitoring, and recommending appropriate actions to the Board of Directors in the following areas of the Corporation: overall financial performance, operating and capital budgets, financial investments and investment advisors, and annual audit and independent auditors. The Committee shall be available to consult with Corporation staff and the Board on other finance-related matters.

6.2 *Governance Committee.* There shall be a Governance Committee composed of at least two Directors to deal with matters related to the organization and procedures of the Corporation and of the Board of Directors. In addition, it shall be the responsibility of the Committee to nominate candidates for election as Directors at Annual Meetings and whenever Director vacancies may occur between Annual Meetings. Not less than two persons from the Corporation's membership-at-large shall be appointed annually by the President to participate in the nominating process.

6.3 *Other standing committees.* The Board of Directors shall provide for such other standing committees as it deems appropriate to deal with the various basic activities of the Corporation.

6.4 *Special committees.* The Board of Directors may provide for special committees, with such responsibilities as it may specify.

6.5 *Statement of responsibilities.* The Board of Directors shall adopt a statement of the responsibilities for every committee that the Board of Directors may establish pursuant to this Article.

6.6 *Ex Officio Members.* The President and Executive Director shall be ex officio members of each committee established under this Article.

ARTICLE 7

EXECUTIVE DIRECTOR AND STAFF

7.1 *Executive Director.* There shall be an Executive Director, who shall be designated by the Board of Directors. The Executive Director shall be the chief staff officer of the Corporation and shall act under the general guidance of the Board of Directors who may in turn delegate that responsibility to the President. The Executive Director shall be the head of the Corporation's staff and responsible for its administration, with such specific functions as the Board of Directors shall determine. The compensation and tenure of the Executive Director shall be determined by the Board of Directors.

7.2 *Other staff.* The Board of Directors may appoint, or provide for the appointment of, such other staff as it may deem appropriate, all upon such terms as it may determine, either specifically or generally.

ARTICLE 8

INDEMNIFICATION

8.1 *Right to Indemnification.* The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, the Corporation shall be required to indemnify a Covered Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if the commencement of such proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors of the Corporation.

8.2 *Nonexclusivity of Rights.* The rights conferred on any Covered Person by this ARTICLE 8 shall not be exclusive of any other rights which such Covered Person may have or hereafter acquire under any statute, provision of the certificate of incorporation, these bylaws, agreement, vote of members or disinterested directors or otherwise.

8.3 *Amendment or Repeal.* Any repeal or modification of the foregoing provisions of this ARTICLE 8 shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE 9

ENDOWMENT FUND

9.1 *Establishment.* An Endowment Fund is hereby established, which shall consist of all funds expressly designated therefore by the donor or by the Board of Directors.

9.2 *Management.* The Endowment Fund shall be kept and invested under the management and control of the Finance Committee, subject to any regulations which the Board of Directors may deem it appropriate to prescribe and any applicable laws.

9.3 *Use of income.* Income derived from the Endowment Fund shall be received in the general fund unless another disposition is designated upon the inclusion of the respective principal in the Fund.

9.4 *Accounts.* The accounts of the Endowment Funds shall be audited and published as part of the annual audit of the financial statements of the Corporation under Section 10.1 of these bylaws.

ARTICLE 10

MISCELLANEOUS

10.1 *Audits.* The financial statements of the Corporation shall be audited annually by a certified public accountant designated by the Board of Directors. The audit report of the accountant shall be available at the headquarters of the Corporation for inspection by any member or other properly interested person, and a summary of the report in such form as the Treasurer shall determine shall be published in a generally circulated publication of the Corporation.

10.2 *Corporate Seal.* The Corporation adopts as its corporate seal “Nature Forward Inc.”

10.3 *Manner of Notice.* Except as otherwise provided herein or permitted by applicable law, notices to directors and members shall be in writing and may be delivered by hand, mail by the United States Postal Service, commercial delivery service and electronic transmission.

10.4 *Waiver of Notice of Meetings of Members, Directors and Committees.* Any waiver of notice, given by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the members, directors, or members of a committee of directors need be specified in a waiver of notice.

10.5 *Form of Records.* Any records maintained by the Corporation in the regular course of its business, including its membership ledger, books of account, and minute books, may be kept on, or by means of, or be in the form of, any information storage device or method, provided that the records so kept can be converted into clearly legible paper form within a reasonable time.

10.6 *Amendments of Bylaws.* All changes in the Bylaws adopted by the Board of Directors shall be subject to ratification, amendment, or rejection by the voting members of the Corporation at the next Annual Meeting, or at a special meeting; provided that notice of any proposed change in the Bylaws shall be given to the Board of Directors not less than ten days prior to the meeting at which the change is considered and adopted, and that notice of any proposed change in the Bylaws shall be published to the members not less than ten days prior to the meeting at which the change is submitted for ratification.