

# **NORTH AMERICAN BLUEBIRD SOCIETY, INC.**

## **BYLAWS**

### **ARTICLE I NAME**

The name of this organization shall be the North American Bluebird Society Inc., hereinafter occasionally referred to as NABS or the society.

### **ARTICLE II LOCATION**

The principal address at which the organization can receive service and other posted correspondence shall be established by the Board of Directors and shall be plainly exhibited on the NABS website at [www.NABluebirdSociety.org](http://www.NABluebirdSociety.org).

### **ARTICLE III PURPOSE AND MISSION**

The North American Bluebird Society, Inc. is a non-profit conservation, education, and research organization that promotes the recovery of bluebirds and other native cavity-nesting species.

The mission of the North American Bluebird Society shall be to engage in such educational, scientific and charitable pursuits as may be beneficial to the prosperity and well being of the three species of bluebirds and other native cavity-nesting species.

### **ARTICLE IV GOVERNANCE**

The Board of Directors shall serve as the governing body for this organization.

### **ARTICLE V LIMITATIONS**

1. No part of the activities of the organization shall be participation in or intervention in any political campaign on behalf of any candidate for public office.
2. The organization shall not afford pecuniary gain to a director or officer except that reasonable compensation may be paid for services rendered to or for the organization in the performance of its corporate purpose.

### **ARTICLE VI MEMBERSHIP**

1. Any person interested in the purpose of the Society is eligible for membership.
2. The Board of Directors shall determine from time to time the classes of membership and the dues structure therefore.
3. All classes of members shall enjoy all the rights and privileges pertaining to membership in the Society.
4. Only members in good standing shall be eligible to vote in meetings, to be elected to any office, or to chair committees of the Society.

**ARTICLE VII MEETINGS OF MEMBERSHIP**

1. The Society shall hold one membership business meeting each year, (hereinafter called the Annual Meeting), at a place and time to be determined by the Board of Directors.
2. Notice of the annual meeting including the date, time, place and slate of candidates for election, shall be published to the membership in the Society's quarterly journal not less than 60 days prior to the meeting.
3. Fifty (50) members in good standing shall constitute a quorum for the transaction of business at meetings of the membership.
4. The members present at the time and place specified in such notice, if less than a quorum, shall constitute the authority to adjourn such meeting and determine an alternative time and place when a quorum may be present. Attendance at such alternative time and place shall constitute a waiver of notice requirements.

**ARTICLE VIII ELECTIONS**

1. A slate of candidates for election shall be published to the membership in the Society's journal not less than 60 days prior to the annual meeting. The election of officers and directors shall be held at the annual meeting.
2. Voting shall be by those Society members in attendance and by absentee vote. A simple majority shall elect. Voting may be by voice, show of hands or by ballot.
3. Nominations will not be accepted from the floor, except in the event of a vacancy on the ballot. In addition to names submitted by the nominating committee, names may also be submitted for the ballot by letter to the nominating committee at least 90 days in advance of the election. Consent of the nominee must have been previously obtained.

**ARTICLE IX BOARD OF DIRECTORS**

1. **Powers and Responsibilities**
  - A. The Board of Directors shall have all the powers and duties necessary or appropriate to manage the property, affairs and business of the organization.
  - B. The Board of Directors may engage in any and all such acts as are not prohibited by law or by these bylaws.
  - C. The Board shall participate in the hiring, setting of goals and annual performance review of the Executive Director.
  - D. All personnel actions, including hiring and dismissal, will be accomplished in accordance with personnel policies and applicable law.

**2. Structure**

- A. The Board shall consist of not less than five (5) elected officers and not less than twelve (12) elected directors. Additional directors may be added with the approval of two thirds (2/3) of the existing Board.
- B. A director shall be elected to a three (3) year term. Directors shall serve until their successors have been duly elected or they have resigned or have been removed. With the approval of two thirds (2/3) of the Board, a Director shall be eligible for election to another three (3) year term.
- C. The Board of Directors shall be elected by the Society membership from a slate of candidates provided by the Nominating Committee and with approval of the Board of Directors.

**3. Governance**

- A. The President shall appoint, with Board approval, persons to fill all vacancies. The appointee shall serve until the expiration of the position's term.
- B. Any member of the Board may resign at any time by giving written notice to the President. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise provided therein, acceptance of such resignation shall not be necessary to make it effective.
- C. Any member, elected or appointed by the Board, may be removed by a two-thirds (2/3) vote of the remaining members, whenever it is judged to be in the best interest of the organization. In order for the vote to be effective, notice of the meeting and the vote of the proposed removal must be given to all Board members not less than 10 days prior to the meeting.

**4. Indemnity**

- A. The organization shall indemnify and hold harmless any Director, Officer or employee from any suit, damage, claim judgment or liability arising out of or asserted to arise out of conduct of such person in his capacity as a Director, Officer or employee except in cases involving willful misconduct, gross negligence or psychological incapacitation. Indemnification provided under this section shall comply with and follow the requirements as provided by statute.

**ARTICLE X MEETINGS OF DIRECTORS AND OFFICERS**

- 1. Meetings of the Board shall be held at such places and times as the Board may designate. The Board shall meet not less than twice annually. One of the regularly scheduled meetings shall be designated as the board annual meeting.

2. The President shall preside at all meetings, or in the President's absence, the 1<sup>st</sup> Vice President, shall preside.
3. A majority of the Board shall constitute a quorum at any meeting. The members at a meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum in attendance. The affirmative vote of a majority of members present is the act of the Board, except as otherwise detailed in these bylaws. Voting procedures shall be by voice vote, or if requested, by a show of hands.
4. Notice of each board meeting shall be provided to each member of the board prior to the meeting.
5. Special meetings may be called at any time by the president or by any Board member pursuant to the written request of not less than three (3) members, stating the purpose or object thereof.
6. Provision for electronic (e.g. telephone, facsimile, email or other remote capability) participation in meetings shall be implemented as required.
7. Written proxies may be presented at any meeting by absent members concerning specific votes. All proxies must be submitted in writing to either the president or the secretary of the Board.

## **ARTICLE XI OFFICERS**

### **1. Structure**

- A. A President, 1<sup>st</sup> Vice President for Affiliate Relations, 2<sup>nd</sup> Vice President for Community Relations, Secretary and Treasurer shall be elected at the annual meeting. Any Officer so elected shall hold office until the election of his successor, except in cases of resignation or removal.
- B. The term of office shall be for one (1) year.
- C. The President shall be limited to three (3) successive terms. With the approval of two thirds (2/3) of the Board, the President shall be eligible for election to additional one (1) year terms. All other Officers may serve an unlimited number of successive terms.
- D. The Officers shall be elected by the Society membership from a slate of candidates provided by the Nominating Committee and with approval of the Board of Directors.

### **2. Governance**

- A. A vacancy in any office, other than the President, shall be filled by appointment of the President with approval of the Board of Directors, the appointee to hold office until the next annual meeting.

- B. Any Officer may resign at any time by giving written notice to the president. The resignation of any officer shall take effect at the time, if any specified therein, or if no time specified therein, upon receipt thereof by the President, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- C. Any Officer, elected or appointed by the Board, may be removed by a two-thirds (2/3) vote of the remaining members, whenever it is judged to be in the best interest of the organization. In order for the vote to be effective, notice of the meeting and the vote of the proposed removal, must be given to all Board members not less than 10 days prior to the meeting.
- D. Any Officer of the organization, in addition to powers conferred on him by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

### **3. Duties of Officers**

- A. The President shall be the chief executive officer of the organization and shall, subject to the control of the Board of Directors, have supervision, direction and control of the business, the Officers and Directors. He shall be an *ex-officio* member of all committees except the Nominating Committee, and shall have the general powers usually vested in the office and other powers as may be prescribed by the Board of Directors or bylaws. The President shall be the immediate supervisor of the executive director. The President shall have the power to vote.
- B. The 1<sup>st</sup> Vice President in the absence, disability, refusal or failure to act, of the President, shall perform all the duties of the president and when acting, have the powers and restrictions vested in the president. In the absence of the 1<sup>st</sup> Vice President, another member of the Board shall be chosen to act temporarily as President.
- C. Upon permanent vacancy in the office of President, the 1<sup>st</sup> Vice President shall become President.
- D. The 1<sup>st</sup> Vice President for affiliates shall serve as liaison between the Affiliates and the Board of Directors and also between individual Affiliate groups. Duties shall include assisting new affiliates, planning convention activities for affiliate members and maintaining Affiliate member records.
- E. The 2<sup>nd</sup> Vice President will serve as a liaison between NABS and its members to coordinate NABS activities such as public relations, and NABS participation at public events such as fairs, trade shows, etc., and in securing volunteer participation when needed.

- F. The Secretary shall record all transactions of business of Board meetings and shall keep a book of minutes of all meetings of the directors and a register containing the names and addresses of each board member and committee chairman. The Secretary shall perform further duties as may be prescribed by the Board of Directors.
- G. The Treasurer shall keep and maintain adequate and correct accounts of the properties and the business transactions of the organization, including an account of its assets, liabilities, receipts, disbursements, gains, and losses. The treasurer shall be bonded. The treasurer shall perform further duties as may be prescribed by the Board of Directors.

## **ARTICLE XII - COMMITTEES**

- 1. Duties, functions and structure of committees shall be under the jurisdiction of the Board of Directors.
- 2. There shall be three standing committees: Executive, Finance and Nominating.
  - A. Executive Committee - The Executive Committee shall consist of the five (5) elected officers. The President shall be the chair of the Executive Committee. The Executive Director, if any, shall be an *ex officio* and nonvoting member of the Executive Committee. The Executive Committee shall have the primary responsibility for conducting the business of the organization.
    - (i) To the extent determined by the board, the executive committee has the authority of the board in the management of the business of the organization.
    - (ii) The Executive Committee shall act only in the interval between Board meetings and all actions of the Executive Committee shall be subject to review and confirmation by the Board.
  - B. Finance Committee - The Finance Committee shall assist the Executive Director in developing a long term plan for financial support for the organization; shall aid the Executive Director in preparation of an annual budget; shall review and make recommendations to the Board regarding all matters relevant to the fiscal operations of the organization. The treasurer shall be the chair of the Finance Committee.
  - C. Nominating Committee - The President shall appoint a Nominating Committee of three or five members to serve for a period of one (1) year. The President shall appoint the chair of the committee. The names of the committee shall be published in the society newsletter.
    - (i) The Nominating Committee shall nominate, with approval of the Board, a slate of candidates for the positions of Officers and Directors whose terms are about to expire.

3. The Board of Directors shall authorize and define the powers and duties of all committees. The Board may add as many ad hoc or task force committees as needed to meet the purposes of the organization.
4. Ad hoc or task force committees, their structure, functions and duties, shall be an appended supplement to this section.

### **ARTICLE XIII AMENDMENTS**

1. The Constitution and Bylaws of the Society may be amended at any annual meeting by two thirds (2/3) vote of the members present.
2. Any member of the Society may propose amendments to the Constitution and Bylaws of the Society. Proposed amendments shall be submitted to the president accompanied by an explanation for requesting the change(s).

### **ARTICLE XIV RULES OF ORDER**

- A. Robert's Rules of Order, revised edition, shall govern the proceedings of all meetings of the Society and its constituent parts except as provided in these bylaws.
- B. All provisions of these Bylaws shall be subject to applicable statutes.

#### **Appendix A Fiscal Management**

#### **Appendix B Committees**

Adopted	April 4, 1978
Amended	November 8, 1980
Amended	July 12, 1985
Amended	June 15, 2002
Amended	May 20, 2005
Amended	September 22, 2007