

NORTH AMERICAN BLUEBIRD SOCIETY, INC.

PROPOSED NEW BYLAWS - 1/20/2009

ARTICLE I - NAME

The name of the organization shall be the North American Bluebird Society Inc., hereinafter referred to as NABS, the Society or the organization. The name, "North American Bluebird Society Inc.," is Trade Marked in the United States. The North American Bluebird Society Inc. is the IRS 501(c)(3) tax exempt corporation incorporated in the State of Maryland, March 20, 1978.

ARTICLE II - LOCATION

The principal physical address at which the organization can receive service and the addresses at which it can receive other posted correspondence shall be established by the Board of Directors and shall be plainly exhibited on the NABS website at www.NABluebirdSociety.org. The principal physical address at which the organization can receive service in the State of Maryland shall be the same as is specified in the latest Articles of Revival on file in the State of Maryland Department of Assessments and Taxation or duly filed amendments thereto.

ARTICLE III - PURPOSE AND MISSION

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

ARTICLE IV - POWERS

The organization shall have only those powers which are permissible by law and which are consistent with the purpose and mission enumerated in Article III above. Within those limitations, the organization may act on its own behalf or as the agent, trustee or representative of others; to acquire or receive property of every kind by any legal means; to hold, manage, use and dispose of any property and the income generated by it to further any of the purposes of the organization; to lease, mortgage or encumber any such property; to enter into contracts; to hire employees; and to exercise any other powers conferred upon the organization by the State of Maryland in the Nonprofit Organization Act or other applicable laws.

ARTICLE V - CAPITAL STOCK

The organization shall have members but shall have no capital stock.

ARTICLE VI - DURATION

The duration of the organization shall be perpetual.

ARTICLE VII - LIMITATIONS

1. No part of the activities of the organization shall include participation in or intervention in any political campaign on behalf of any candidate for public office or ballot initiative.
2. The organization shall not afford pecuniary gain to its officers, directors or members, except that reasonable reimbursement may be provided for expenses incurred in connection with services rendered for the organization in the performance of its mission.
3. The property, assets, profits and net income of the organization are irrevocably dedicated to the stated purpose of the organization and no part of the property, assets, profits and net income shall inure to the benefit of any private individual, partnership, association, group or organization except as specified under Article VIII- Dissolution, herein.

ARTICLE VIII - DISSOLUTION

Upon dissolution, the assets remaining shall be donated to such corporation(s), association(s), fund(s) or foundation(s) having purposes similar to those of NABS, as the Board of Directors may designate, provided that such recipients are organized and operating within the rules set forth in section 501(c)(3) of the US Internal Revenue Code.

ARTICLE IX - GOVERNANCE

1. All provisions of these Bylaws shall be subject to and superceded by applicable laws .
2. The Board of Directors, hereinafter referred to as the Board of Directors or the Board, shall serve as the governing body for the organization.
3. The Board shall have all powers and duties necessary or appropriate to manage the property, affairs, business, purpose and mission of the organization.
4. The Board shall have all powers necessary to engage in any and all such acts which are not prohibited by applicable statutes or by these Bylaws.
5. The Board shall participate in the hiring, dismissal, setting of goals and annual performance review of the Executive Director, if one exists. If an Executive Director does not exist, the Board shall participate in the hiring, dismissal, setting of goals and performance review of all employees, contractors or consultants, if any. All personnel actions, including hiring and dismissal shall be accomplished in accordance with applicable laws and personnel policies, if any.
6. The Board may authorize any Officer, Officer's agent or other agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the organization unless it is specifically prohibited by these Bylaws. Such authority may be general or confined to specific instances.
7. No loans shall be contracted on behalf of the organization nor shall evidences of indebtedness be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

8. All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such bank or banks or other depositories as the Board of Directors may elect.
9. The fiscal year of the organization shall be established by the Board. Upon recommendation from the Treasurer or the Finance Committee, the Board shall consider if it is in the best interest of the organization for the fiscal year to be changed.

ARTICLE X - FUNDS AND ACCOUNTS

1. The cash assets of the organization shall be segregated into not less than two separate funds, the General Fund and the Zeleny Fund. The Board may establish additional funds when it is deemed to be necessary and appropriate to satisfy the best interest of the organization to be in conformance with generally accepted accounting principles.
2. At no time shall monies allocated to more than one separate fund be commingled into the same account.
2. All revenues of the organization, unless otherwise assigned, shall be allocated into the General Fund.
3. The Board of Directors shall have the power to reallocate money from the General Fund to the Zeleny Fund.
4. All expenses of the organization which do not conform to the restrictions specified in any other fund shall be allocated to be paid out of the General Fund. Such expenses shall include, but are not limited to, all normal operating expenses and other items specified in the latest adopted budget of General Fund Expenses such as the publication and circulation of all regular periodicals and mailings, advertising, sponsorship, membership renewal and new member initiatives, acquisition of merchandise for resale, Annual Meeting expenses, recognition awards, travel reimbursements, supplies and equipment, telephone service and calling cards, copying, printing, postage and shipping as well as all tax preparation, other governmental reporting, banking, credit, accounting and legal fees.
5. Spending and outlay from the Zeleny Fund shall be restricted to the awarding of educational, conservation or scientific grants or other grants which further the purpose and mission of the society and are approved by the Board, or for the funding of educational, conservation or scientific projects which further the purpose and mission of the society and are approved by the Board.
6. All earnings which derive from the Zeleny Fund shall be allocated to the Zeleny Fund.
7. There shall be a \$100,000 minimum threshold associated with the Zeleny Fund. At no time shall any grants be awarded or projects funded which will cause the current balance of the Zeleny Fund to fall below that threshold.
8. Legal judgements such as any which may pertain to the specifications of Article XXI - Personal Liability and Indemnification herein below or which are an obligation established by a court of applicable jurisdiction shall supercede the restrictions delineated in any other paragraph of this article.

ARTICLE XI - ELECTION OF DIRECTORS

1. The election of Directors shall be held at the Annual Meeting.
2. A slate of candidates for election to the Board of Directors shall be presented by the Nominating Committee, approved by the current Board and published to the membership on the Society's website, in the Society's quarterly journal or by mail not less than 60 days prior to the Annual Meeting.
3. In addition to names submitted by the Nominating Committee, candidates for election to the Board may also be nominated for the ballot by submitting the names of such candidates to the Chair of the Nominating Committee, the President or the Secretary by mail or email at least 90 days in advance of the election. Consent of the nominee must be obtained prior to the submission to the Board.
4. When vacancies on the Board occur between Annual Meetings, the President may appoint persons to fill such vacancies. Such appointments shall be subject to Board approval. These appointees shall not be eligible to serve more than 2 years unless they are nominated by the Nominating Committee and stand for election by the members to complete the terms of their particular positions or to new terms.
5. Only a member in good standing shall be eligible to be a member of the Board.

ARTICLE XII - BOARD OF DIRECTORS

1. The Board of Directors, shall consist of at least fifteen (15) elected Directors. Additional Directors, up to a maximum total of twenty-one (21), may be added with the approval of two thirds (2/3) of the existing members of the Board.
2. The Board shall be comprised of three (3) triennial classes with approximately one third (1/3) of the members of the Board in each class.
3. A Director shall be elected to a three (3) year term unless elected to fill a vacancy for the remainder of the term of a particular class. 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 additional three (3) year terms.
4. The members of the Board shall not receive payment for their service as a Director.
5. A member of the Board may resign at any time by giving written notice to the President or Secretary. The resignation of the Director shall take effect at the time specified therein or the date received by the President or Secretary, whichever is later, or if no time is specified therein, upon receipt by the President or Secretary. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary for it to be effective.

6. A member of the Board, elected or appointed, 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. Excessive un-excused absence from consecutive Board meetings may be the basis of such judgement; however, no cause need be stated or given for the Board's action to remove a member. 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, teleconference or video-conference where the vote will be taken.

ARTICLE XIII - OFFICERS

1. The Board of Directors shall elect five (5) of its duly elected members to serve as the Officers; a President, First Vice President for Affiliate Relations, Second Vice President for Community Relations, Treasurer and Secretary.
2. No person shall hold more than one office concurrently.
3. The Officers shall not receive payment for their service as an Officer.
4. The term of office for Officers shall be one (1) year.
5. The President shall be limited to three (3) successive terms except that 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.
6. Within ninety (90) days following each Annual Meeting, the Board shall conduct an Election of Officers from within its members. Any Officers so elected shall hold office until the election of their successors, except in cases of resignation or removal.
7. An Officer may resign at any time by giving written notice to the President or Secretary. The resignation of the Officer shall take effect at the time specified therein or the date received by the President or Secretary, whichever is later, or if no time is specified therein, upon receipt by the President or Secretary. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary for it to be effective.
8. The Officers shall serve at the pleasure of the Board. Any Officer may be removed by a two-thirds (2/3) vote of the remaining members of the Board whenever it is judged to be in the best interest of the organization. No cause for the removal shall be required. In order for the vote to be effective, notice of the meeting and the vote of the proposed removal must be given to all members of the Board not less than 10 days prior to the meeting, teleconference or video-conference where the vote will be taken.
9. A vacancy in any office other than the President, shall be filled by an appointment of the President, subject to approval of the Board and the new Officer shall hold office until the next Election of Officers.

10. Duties of Officers

- A. The President shall serve as the Chair of the Board, shall be the Chief Executive Officer of the organization and shall have the general powers usually vested within the office of a President, in addition to such other powers as may be prescribed by the Board of Directors or these Bylaws. The President shall have the same power to vote as any other member of the Board. Subject to the limitation of the Board, the President shall have supervision, direction and control of the business, Officers and Directors and shall be the immediate supervisor of the Executive Director, if one exists. The President shall be an *ex-officio* member of all committees except the Nominating Committee. Subject to the approval of the Board, the President shall name the chair and membership of all committees.
- B. In the absence, disability, failure or refusal of the President to act, the First Vice President shall perform all duties of the President and when acting, shall have the same powers and responsibilities vested in the President. In the absence of the First 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 First Vice President shall become President. Within ninety (90) days following such permanent vacancy in the office of President, the Board shall conduct an election of a new President from within its members.
- D. The First Vice President for Affiliate Relations shall serve as liaison between the Board and the NABS Affiliate organizations and between the various individual Affiliate organizations. Duties of the First Vice President shall include assisting the establishment of new Affiliate organizations, coordinating the scheduling and planning of Annual Meeting activities with Affiliates, maintaining a current list of Affiliate organizations and reporting on Affiliate affairs. The First Vice President shall perform such further duties as may be prescribed by the Board.
- E. The Second Vice President for Community Relations shall serve as a liaison between the Board, the NABS membership, the business community and the general public, to coordinate participation at public events such as fairs, trade shows, etc., to manage public relations activities and to secure volunteer participation when needed. The Second Vice President shall perform such further duties as may be prescribed by the Board.
- F. The Treasurer shall be the Chief Financial Officer and Chair of the Finance Committee and shall keep and maintain adequate and correct records of the properties and financial business transactions of the organization, including accounts of its assets, liabilities, revenues, spending, receipts, disbursements, gains, losses and budgets. The Treasurer shall make periodic reports to the Board as necessary to keep them informed about the current financial status of the organization. The Treasurer shall serve as a liaison between the Board and NABS accounting and auditing professionals, the US Internal Revenue Service and any other government agencies which require financial reporting. The Treasurer shall perform such further duties as may be prescribed by the Board.

- G. The Secretary shall record all business transacted at Board meetings. Duties of the Secretary shall be to arrange for the scheduling of all meetings, distribute notice and agendas of meetings and copies of minutes to members of the Board and make periodic reports to the Board as necessary to keep them informed about relevant conditions of the organization. The Secretary shall maintain minutes of all Board meetings and Annual Meetings, copies of current adopted Articles of Incorporation or Articles of Revival, Bylaws and amendments thereto and copies of such previous versions as may be available, copies of all written policies of the organization, descriptions of the structure, functions and duties of all regular and ad hoc committees and a roster containing the names and contact information of Board members and Committee Chairs. The Secretary shall maintain a file of general NABS correspondence. The Secretary shall perform such further duties as may be prescribed by the Board.

ARTICLE XIV - COMMITTEES

1. There shall be three (3) regular committees: The Executive Committee, the Finance Committee, and the Nominating Committee. The Board of Directors may create as many ad hoc committees as are needed to meet the purposes of the organization.
2. The Executive Committee shall be comprised of the five (5) members of the Board duly elected as the Officers; the President, First Vice President, Second Vice President, Treasurer and Secretary. The Executive Committee shall act in conformance with these Bylaws and established policies and procedures adopted by the Board, and shall be the primary representative body for the organization.
 - A. To the extent determined by the Board, the Executive Committee shall have the power to manage and perform the business of the organization.
 - B. The Executive Committee shall act only during the interval between meetings of the Board and all actions of the Executive Committee shall be subject to review and confirmation by the Board.
3. The Finance Committee shall aid the Treasurer and/or the Executive Director (if any) in the preparation of annual budgets; shall monitor and report to the Board on all revenue, spending, assets, liabilities and accounts of the Society; shall review and make recommendations to the Board regarding matters relevant to the fiscal operations and policies of the organization; shall assist the Treasurer, the Board, the Executive Committee and the Executive Director, if one exists, in developing long term plans for financial support for the organization.
4. The Nominating Committee shall nominate a slate of candidates to fill Board positions which have terms scheduled to expire, subject to the approval of the Board. The President shall appoint the Chair and two (2) to four (4) additional members of the Nominating Committee to serve for a period of one (1) year. The names of the members of the Nominating Committee shall be published in the Society's quarterly journal.

5. The Board shall define and authorize the function, powers and duties of all ad hoc committees and the structure, function and duties of all committees shall reside under the jurisdiction of the Board.
6. Only a member in good standing shall be eligible to be the Chair of any committee.

ARTICLE XV - MEETINGS OF THE BOARD OF DIRECTORS

1. The Board of Directors shall meet not less than twice annually. One of the regularly scheduled meetings shall be designated as the Annual Meeting of the Board. Meetings of the Board shall be held at such times and places as the Board may designate. Meetings of the Board may be conducted via teleconferencing or videoconferencing.
2. The President shall preside at all meetings, except that in the absence of the President, the First Vice President shall preside.
3. A majority of the current number of Directors shall constitute a quorum at any meeting. The members at a meeting at which a quorum is recognized may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum in attendance. The approval of matters which come before the Board shall require the affirmative vote of a simple majority of members present, except as otherwise specified in these Bylaws. Voting procedures shall be by voice vote, or if requested, by a show of hands or call of the roll.
4. Notice of each Board meeting shall be provided to each member of the Board prior to the meeting. Notice may be by email or regular mail. Presence at a meeting shall constitute waiver of notice.
5. Special meetings may be called at any time by the President or by the written request of not less than three (3) members of the Board, stating the purpose or object thereof and shall require that at least 15 days notice be sent to all members of the Board.

ARTICLE XVI RULES OF ORDER

Except as otherwise provided in these Bylaws, the latest revised edition of Robert's Rules of Order shall govern the proceedings of all meetings of the Society and its committees.

ARTICLE XVII - MEMBERSHIP

1. Any person interested in the purpose of the Society is eligible for membership.
2. From time to time, the Board of Directors shall determine the classes of membership and the dues structure thereof. Up to date payment of dues shall constitute good standing.
 - A. The classes of membership shall include but not be limited to, individual, household, life, corporate, and small business.

- B. Household membership shall include spouses and domestic partners and each shall be entitled to the same voting rights.
- 3. All classes of membership shall enjoy all of the rights and privileges of membership in the Society.
- 4. Only members in good standing shall be eligible to vote at Annual Meetings.

ARTICLE XVIII - MEETINGS OF MEMBERS - ANNUAL MEETINGS

- 1. The Society shall hold one membership business meeting each year, (referred to herein as the Annual Meeting), at a place and time to be determined by the Board of Directors.
- 2. Notice of the Annual Meeting which includes the date, time, place and slate of candidates for election to the Board of Directors, shall be published to the membership in the Society's quarterly journal or by mail, not less than 60 days prior to the meeting.
- 3. Thirty-five (35) members in good standing shall constitute a quorum for the transaction of business at meetings of the membership. Absentee ballots shall not be included in the quorum count.
- 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. There shall be no requirement of notice, such as is specified in paragraph 2 of this Article, to announce the alternative time and place selected.
- 5. In the event that a quorum of the members is not present at the date, time and place of the Annual Meeting or a date, time and place of adjournment prior to the conclusion of the Annual Meeting, the current Board shall have the power to elect its successors to serve until the next Annual Meeting. Other matters scheduled for consideration shall be set aside until the next Annual Meeting when a quorum is present.

ARTICLE XIX - VOTING AT ANNUAL MEETINGS

- 1. Voting shall be done by Society members present at the Annual Meeting in addition to absentee ballots. A simple majority of the votes cast shall be needed to elect Directors. In case no candidate for election receives a simple majority on the first ballot, a second ballot shall be cast between the two candidates who received the most votes after those who received fewer votes have been eliminated. Voting may be by voice, show of hands or by ballot.
- 2. Absentee ballots may be submitted by members who do not plan to attend. If they do attend, the absentee ballot may be withdrawn. All absentee ballots must be submitted in writing either to the President or the Secretary of the Board. Absentee ballots should be submitted at least 30 days prior to the date of the Annual Meeting in order to assure that they are received in time.

3. Nominations of Directors will not be accepted from the floor, except in the event of a vacancy on the ballot.

ARTICLE XX - QUARTERLY JOURNAL

As an obligation to the paid NABS membership, the Board shall publish a quarterly journal which covers news of interest to the members of the Society as well as other bluebird enthusiasts, citizen scientists, researchers, academics and scientists in order to serve the mission and purpose of promoting the prosperity of bluebirds and other native cavity-nesting species. A copy of the journal shall be mailed to all members in good standing. The publication of date, time and place in the Society's quarterly journal shall constitute due notice of Annual Meetings and all other required notice to members.

ARTICLE XXI - PERSONAL LIABILITY AND INDEMNIFICATION

1. The Officers and Directors of the organization shall have no personal liability for corporate obligations.
2. The organization shall indemnify and hold harmless, all of its Directors, Officers, employees and agents from any suit, damage, claim judgment or liability arising out of or asserted to arise out of conduct of such persons in their capacity as a Director, Officer, employee or agent to the full extent permitted by applicable law except in cases involving the commission of a crime, willful misconduct, gross negligence or psychological incapacitation.
3. Indemnification provided under this section shall comply with and conform to the requirements established by Maryland law and all other applicable statutes.

ARTICLE XXII - AMENDMENTS

1. These Bylaws may be amended by a two thirds (2/3) majority vote of the members present at any Annual Meeting at which the presence of a quorum is recognized.
2. The text of proposed amendments to the Bylaws of the organization, accompanied by an explanation for proposing the change, shall be published in the Society's quarterly journal or by mail at least 60 days prior to the Annual Meeting at which they are to be considered for adoption.
3. Any member of the Society may propose amendments to these Bylaws. Proposed amendments shall be submitted to the President or Secretary accompanied by an explanation for requesting the change not less than 120 days prior to the Annual Meeting at which they are to be considered.

ARTICLE XXIII - PRINTING OF THESE BYLAWS

Whenever adopted copies of these Bylaws shall be printed, they must bear on every page, the phrase "NORTH AMERICAN BLUEBIRD SOCIETY, INC. BYLAWS, Adopted," followed by the date of their adoption. Any printed copies which do not bear this phrase and the date of adoption on every page shall be deemed obsolete or otherwise to have no standing.