

## BYLAWS OF OREGON BIRDING ASSOCIATION

### ARTICLE I - NAME AND PURPOSE

The name of this organization shall be OREGON BIRDING ASSOCIATION, hereinafter referred to as the “organization.” As stated in the Articles of Incorporation, the purposes of this organization shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding provisions), 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The organization’s primary purpose is to further the knowledge, education, enjoyment and science of birds and birding in Oregon.

### ARTICLE II - MEMBERSHIP

1. Requirements. Any person or other organization interested in the recreational, educational, or scientific aspects of field ornithology may become a member upon payment of dues.
2. Rights. All members have the right to receive the publication *Oregon Birds*, to attend field trips and meetings of the organization, and to vote for Officers and Directors. Each individual membership shall be entitled to one vote and each family membership shall be entitled to two votes.
3. Classes and Dues. The classes of membership in the organization and annual dues for each class shall be determined by the Board of Directors. Payment of dues for one-year membership entitles a member to all the rights of membership, including receipt of *Oregon Birds* for one year. The membership period begins on January 1, and ends on December 31 after the number of years for which the dues were paid has expired. Members who have not paid their dues prior to April 1 are delinquent and lose their rights of membership. The first issue of *Oregon Birds* for new members will be sent consistent with the publication date and mailing schedule.

### ARTICLE III - BOARD OF DIRECTORS

1. Powers. The control of the property and the conduct of the business and administrative affairs of the organization shall be vested in a Board of Directors, hereinafter referred to as the “Board”. The Board may delegate appropriate responsibility and authority to officers or committees to carry out specific duties.
2. Composition. The voting members of the Board shall consist of the following: a President, a President-Elect, a Past-President, a Secretary, a Treasurer, and four Directors.
3. Meetings. The Board shall meet at least once annually, preferably at a time and place conveniently close to the annual meeting of the organization, and at such other times as may seem necessary, on call of the President or any four Board members.
4. Notices. Notice of any annual or special meeting of the Board shall be given to all at least seven days in advance, and such meeting may be conducted by telephone conference call or by other electronic means.
5. Quorum. At any meeting of the Board, a quorum shall consist of a majority of the members of the Board.
6. Vacancies. The Board shall appoint interim officers or directors to fill a vacancy that may arise. Such appointment shall be by simple majority of the remaining members of the Board, even though less than a quorum. An officer or director appointed to fill vacancy shall serve for the unexpired term of that position or until a successor is elected.
7. Nominations. Nominations for Officers and Directors shall be made at the Annual Meeting or may be presented to the Secretary prior to the Annual Meeting for inclusion on the ballot.
8. Elections. Ballots with candidates for Officers and open Director positions will be mailed to members in good standing within seven days following the Annual Meeting. New Officers and

Directors will be determined no later than 30 days following the annual election. Results of the election will be announced in the next issue of *Oregon Birds*. New officers and Directors will assume their duties at the December quarterly meeting following the annual election.

#### ARTICLE IV - OFFICERS

1. Officers. The officers of the organization shall be President, President-Elect, Past-President, Secretary, and Treasurer.
2. Election and Term of Office. Officers shall be elected by the general membership. They shall serve for a period of one year or until their successors are elected by the general membership. They may be reelected, but to no more than three consecutive terms in any one office. They take office during the December quarterly meeting following the annual election.
3. President. The President shall be chief executive officer of the organization. The President shall preside at all meetings of the organization and of the Board at which s/he is present.
4. President-Elect. The President-Elect shall preside at all meetings of the organization and of the Board in the event of the President's absence. The President-Elect shall succeed as President at the December quarterly meeting after the annual election. The President-Elect shall succeed to President and then to Immediate Past- President, thus serving no more than a combined three consecutive years.
5. Past-President. The immediate past President shall remain an officer for the one year following completion of his/her term as President, to be replaced by the President who succeeds him/her.
6. Secretary. The Secretary shall record the proceedings of the organization and of the Board and preside at meetings in the absence of the President. The Secretary shall keep the minutes of these meetings as well as the reports submitted by officers or committee chairmen and other records of the organization. The Secretary shall provide each member of the Board with the minutes of the last meeting and with the agenda of the next meeting.
7. Treasurer. The Treasurer shall have overall responsibility for all of the organizations funds and assets. The Treasurer shall perform or cause to be performed a) keeping a full and accurate account of all financial records of the organization; b) deposit of all monies and other valuable effects in the name and to the credit of the organization; and c) making reports of the financial condition of the corporation and its assets to the Board of Directors. Signature of the treasurer may be required for expense of certain funds.
8. Transfer of materials and goods. When any new officer or Board member is elected, his or her predecessor shall transfer all of the organization's materials and goods in his or her possession to the newly elected officer or Board Member as soon as possible.

#### ARTICLE V - DIRECTORS

1. Number, Election and Term. There shall be four directors elected; each for a term of two years. Directors may be reelected to no more than three consecutive terms. They take office during the December quarterly meeting following the annual election.

#### ARTICLE VI - MEETINGS

1. Annual Meeting. An annual meeting of the members shall be held during each calendar year, at a time and place set by the Board, for the purpose of nominating officers and directors, and for transacting such other business as may be brought before the meeting.
2. Special Meetings. Special Meetings of the members may be called, as determined by the Board, or by 5 percent of the voting membership after having submitted to the Secretary a signed and dated document of particular demands.

3. Quorum and voting. Twenty-five members in good standing, present in person, shall constitute a quorum for any meeting of the general membership. A majority vote of the members represented and voting is the act of the members, unless these Bylaws or the law provide differently. There shall be no proxy voting.
4. Notice of Meetings. Members shall be notified of the place, date and time of each annual and special meeting, and of the matters to be put to a vote of the membership. Notice of the annual meeting and special meetings shall be given to members by first class or electronic mail no less than seven days prior to the meeting and contain a description of any matter or matters which must be approved by the members.

#### ARTICLE VII - PUBLICATIONS

1. General. The official periodical of the organization is *Oregon Birds*. Special publications may also be issued.
2. Editor. The President, with approval of the Board, shall appoint an Editor of *Oregon Birds*. Subject to Board approval, the Editor shall have the responsibility and authority necessary for the preparation and publication of *Oregon Birds*.
3. Publications Committee. The Board shall appoint and direct members of the Publication Committee and any assistants.

#### ARTICLE VIII - COMMITTEES

1. Establishment. The President, with approval of the Board, shall appoint chairpersons of committees as seems appropriate for the activities of the organization.
2. Membership. The chairpersons of the organization's committees shall be members in good standing, but need not be officers or directors. The chairpersons will appoint other members of their committees who shall be members of the organization unless approval of the non-member to serve has been given by the Board.
3. Oregon Birds Records Committee. Because of the ongoing responsibilities of the *Oregon Birds* Records Committee, it shall be a standing committee of the organization. All members of the *Oregon Birds* Records Committee shall be members in good standing of the organization. Because of the special expertise required, the members of this committee shall be selected according to the Rules of Operation of the *Oregon Birds* Records Committee. The *Oregon Birds* Records Committee members shall select their own secretary to maintain their records. Funds for the operation of the *Oregon Birds* Records Committee shall be held by the treasurer of the organization and disbursed to the committee upon presentation of appropriate statements or receipts.
4. Rules. Each committee, for its own government, may adopt rules and procedures as long as consistent with these bylaws or with rules adopted by the Board.

#### ARTICLE IX - BYLAWS

1. Amendment. The Bylaws may be amended or added to by a majority of the members present and voting at the annual meeting. Proposed Bylaws and amendments shall be distributed to members at least 7 days prior to a vote. Results of voting shall be published in *Oregon Birds*.
2. Distribution. Every new officer and director shall receive a copy of the current Bylaws.

#### ARTICLE X - RULES

1. Rules. The rules contained in the current of Robert's Rules of Order shall govern the organization in all cases in which they are applicable and in which they are not inconsistent with the Bylaws of the organization.

Revised September 2017

Approved and accepted 17 September 2017

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