

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. The organization shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.
2. Voting Rights: Members shall be entitled to vote for the members of the Board of Directors and for any proposed changes to the organization's bylaws. Each individual membership shall be entitled to one vote and each family membership shall be entitled to two votes.
3. Termination of Membership.
 - a. Nonpayment of Dues. Membership shall terminate in the event that any member fails to pay their annual dues to the organization within 90 days from the due date.
 - b. *Termination by Board of Directors. The Board of Directors, upon the affirmative vote of two-thirds (2/3) of all directors in office at that time, may terminate the membership of a Member. The Board shall give the member at least fifteen (15) days written notice by first class or certified mail of the termination and the reasons for the termination. The Board shall give the member an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.*
 - c. Except as otherwise required by law or these bylaws, any voting right of a Member and any other rights conferred upon a Member shall cease immediately upon termination of membership.
4. Transfer of Membership. Membership in this Corporation is not transferable or assignable.
5. Meetings of the Membership
 - a. 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.
 - b. 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.
 - c. 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.
 - d. 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 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. Number of Directors. The Board of Directors of the organization shall consist of no less than 5 and no more than 9 directors.
3. Qualifications. Membership on the Board of Directors shall be open to all members in good standing of the organization, with a demonstrated commitment to advancing the interests of the organization.
4. Nominations. Nominations for 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.
5. Elections. Ballots with candidates for open Director positions will be mailed to members in good standing within seven days following the Annual Meeting. New 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 Directors will assume their duties at the December quarterly meeting following the annual election.
6. Terms. *The term of office of each Director shall be two years, Directors may be elected to successive terms of office, except that no Director shall serve for more than four successive terms. A board member who has reached their term limit is eligible to rejoin the board after an absence of at least two consecutive years.*
7. Removal. *Any director may be removed by a vote of two-thirds of the directors then in office.*
8. Vacancies. Vacancies on the Board of Directors may be appointed by the board by an affirmative vote of a majority of the directors then in office at a regular or special meeting called for that purpose. A director appointed to fill a vacancy shall serve for the remainder of the term of that position or until a successor is elected.
9. 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.
10. Notices. Notice of any meeting of the Board shall be given to all board members at least seven days in advance, and such meeting may be conducted in person or by telephone conference call or by other electronic means.
11. Quorum. At any meeting of the Board, a quorum shall consist of a majority of the members of the Board. If a quorum is present, action is taken by a majority vote of the directors present, except as otherwise provided by these bylaws.
12. Proxies. There shall be no voting by proxy
13. No Salary. Directors shall not receive salaries for their board services but may be reimbursed for authorized expenses related to Board service.
14. Action without a Meeting. *Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting by unanimous consent. Record of actions taken without a meeting shall be recorded in the minutes of the next board meeting.*

ARTICLE IV - OFFICERS

1. Officers. *The officers of the organization shall be President, Vice President, Secretary and Treasurer, and any other such officers as the board may appoint. All officers must be members of the Board of Directors.*
2. Election of Officers *Officers shall be elected or re-elected at the first Board meeting following the annual meeting by a majority vote of a quorum of the Board.*
3. Terms. *Officers shall serve for one year or until their successors are duly elected except that no officer shall be elected to the same office for more than six consecutive terms. Terms of office begin immediately upon election.*
4. Vacancy. *A vacancy in any office shall be filled by the Board of Directors not later than the first regular meeting of the Board of Directors following the meeting at which the vacancy was reported.*
5. Removal. *Any person elected or appointed to an office by the Board may be removed from that office by a vote of a majority of the Board members then serving on the Board. Removal as an officer shall not necessarily mean removal as a Board member.*
6. 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 they are present. The President will provide proper notice of all regular and special meetings of the membership and of the Board of Directors.*
7. Vice- President. *In the absence of the President or in the event of their inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of the President.*
8. Secretary. *The Secretary of the Board of Directors shall have overall responsibility for all record keeping of the Board. Under the direction and supervision of the President of the Board of Directors, the Secretary shall perform, or cause to be performed, the following duties:*
 - a. *official recording of the minutes of all proceedings of regular and special meetings of the membership and of the Board of Directors*
 - b. *review any revisions to the Articles of Incorporation as needed*
 - c. *preside at meetings of the Board of Directors in the absence of the President and Vice-President*
 - d. *retain the official records of the organization and ensure that they are kept up to date;*
9. Treasurer. *The Treasurer of the Board of Directors shall have overall responsibility for the organization's funds and assets. The Treasurer shall perform, or cause to be performed, the following duties:*
 - a. *keeping of full and accurate accounts of all the financial records of the organization*
 - b. *the deposit of all monies and other valuable effects in the name and to the credit of the organization in such depositories as may be designated by the Board of Directors*
 - c. *the disbursement of all funds when proper to do so*
 - d. *making financial reports as to the financial condition of the organization to the Board of Directors*

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 - NON-DISCRIMINATION POLICY

1. *The organization will not discriminate against any person on the basis of race, sex, gender identification, sexual orientation, national origin, native language, religion, age, disability, marital status, citizenship, economic class, or any other characteristic protected by law.*

ARTICLE VI INDEMNIFICATION

1. *The organization will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of the organization. No amendment to this Article shall have any effect on such obligation for any act or omission that occurs prior to the effective date of said amendment.*

ARTICLE VII - 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 VIII - AMENDMENT OF BYLAWS

1. Amendment. The Bylaws may be amended 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*.

ARTICLE IX- 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 2022

Approved and accepted xxx

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