

BYLAWS OF THE  
OHIO ORNITHOLOGICAL SOCIETY, INC.

I. NAME

The name of this organization shall be the Ohio Ornithological Society, Inc.

II. PURPOSES

- A. **ORGANIZE AND BENEFIT:** Organize and benefit those interested in the study, field observation, and appreciation of Ohio's wild birds, including everyone from beginners to professionals.
- B. **FOSTER AND PRESERVE HISTORICAL RECORD:** Foster and preserve the historical record of Ohio's bird life by publishing records, maintaining archives of records for research, and promulgating and updating the official list of Ohio birds.
- C. **ENCOURAGE RESEARCH AND EDUCATION:** Encourage research and education related to Ohio's bird life, stimulate cooperation among professional and amateur ornithologists, and foster the participation of youth along with the formation of local bird clubs and like organizations.
- D. **ENCOURAGE CONSERVATION:** Enable Ohioans sharing an interest in wild birds to speak with one voice on issues of conservation, endangered species and habitat preservation. Participate in conservation initiatives; advocate change where needed; encourage the application of sound scientific principles to decision-making; and provide expert testimony and accurate records to these ends.
- E. **LIMITATIONS:** These purposes are subject to the limitations stated in the Articles of Incorporation for this organization and those purposes for which corporations not for profit may be organized under the Laws of Ohio and Section 501(c)(3) of the United States Internal Revenue Code.

III. MEMBERSHIP

- A. **QUALIFICATIONS:** Any person may become a member of the Ohio Ornithological Society (hereafter the Society) upon payment of dues. A member may be expelled for good cause by vote of the Board of Directors of the Society (hereinafter the Board). No member may transfer membership, or any right arising therefrom to another person. All rights of a member in the Society shall cease upon death or other termination of membership.
- B. **CLASSES AND DUES:** The classes of membership, dues, and subscription rates shall be as determined by the Board. Members may change their class of membership at the time of remittance of dues. Every Lifetime Benefactor membership accepted by the Society previously or in the future, regardless of whether or not this class is currently available, shall remain in force during the lifetime of the Society or until the recipient dies, resigns from the Society or requests a change in class.

C. **MEMBERSHIP YEAR:** The membership year begins on the date dues payment is received and ends after the number of years for which the dues were paid has expired. Members who have not paid their dues prior to three months after the expiration date of their membership shall be dropped from membership but may be reinstated upon payment of the current year's dues.

D. **RIGHTS:**

1. General: All members not in arrears for dues shall be entitled to receive four issues of The Ohio Cardinal and The Cerulean newsletter and be entitled to all benefits accruing to their particular class of membership in the Society.
2. Publications: The first issue of The Ohio Cardinal or The Cerulean newsletter for new members will be sent consistent with the publication date and mailing schedule of these publications.
3. Voting: Each individual member shall be entitled to one vote and each family membership shall be entitled two votes in elections or other matters brought before the membership. However, the vote of each person must be cast in person. There shall be no voting by proxy by the general membership.

#### IV. BOARD OF DIRECTORS

A. **POWERS:** The Board shall constitute the managing Board of the Society. It shall conduct the business and administrative affairs of the organization but may delegate appropriate responsibility and authority to committees or individuals to carry out specific duties.

B. **COMPOSITION AND QUALIFICATIONS:** The Board shall consist of thirteen persons termed Directors elected by the Society membership. The Directors shall be divided into two classes, five Officers and eight Regional Directors, serving staggered terms and each having one vote. Only members of the Society in good standing may be Directors. Officers and Regional Directors are as defined in Article V and Article VI of these Bylaws.

C. **TERM:**

1. Officers: Each Director who is an Officer shall serve a term of three years on the Board.

A onetime election to establish staggered terms for officers shall be held beginning with the 2008 annual meeting. At that election, the president and vice-president shall be elected for a term of three years; the executive secretary and treasurer shall be elected for a term of two years; and the recording secretary shall be elected for a term of one year.

2. Regional Directors: Each Director who is a Regional Director shall serve a term of two years on the Board. The terms of the Regional Directors shall be staggered so that four Regional Directors will be elected every year.

3. Limitations: Directors (Officers and Regional Directors) except for the treasurer and executive secretary shall not be able to succeed themselves or fill a vacancy on the Board after serving two consecutive terms until one year has passed since their last term. The treasurer and executive secretary shall be able to succeed him or herself.
4. Commencement: Directors take office thirty days after the annual meeting at which they were elected.

#### D. MEETINGS:

1. Number: The Board shall have a minimum of four meetings each year including the annual meeting.
2. Special Meetings: Special meetings of the Board for any purpose may be called at any time and place by the President or any three Directors. Such meeting shall be held upon at least seven days notice.
3. Mail or Telephone Meetings: Any action required or permitted to be taken by the Board may be taken by mail, e-mail or telephone without an in-person meeting if at least two-thirds of the Board consents to the use of mail, e-mail, or telephone and within 30 days files a written consent with the records of the meetings of the Board.

#### E. NOTICE OF MEETINGS:

1. Notice: Board members shall be notified of the place, date and time of each meeting and of the matters to be put to a vote of the Board. Notice of meetings shall be given to Board members at least 30 days in advance. Notice of Special Meetings shall be given to Board members by first class mail no less than seven days prior to the meeting and contain a description of any matter which must be approved.
2. Agenda: All business intended for consideration by the Board at any meeting shall be in writing and shall not be considered nor acted upon unless delivered to the Executive Secretary in time for inclusion with the meeting notice. The Board may, at its discretion, waive such requirement by a majority vote at the meeting.

F. **QUORUM AND VOTING:** At any meeting of the Board, nine Board members present shall constitute a quorum. When a quorum is present at any meeting, the vote of the majority of the Directors present may take any action on behalf of the Board, except to the extent that a larger number is required by these Bylaws

G. **REMOVALS:** The Board may remove for cause an Officer or Regional Director who is delinquent in his or her duties. Such action requires the approval of two-thirds of all other members of the Board.

#### H. VACANCIES:

1. President: The Vice-President shall automatically assume the office of President if that vacancy occurs during the President's term.

2. All others: In all other mid-term vacancies, the Board shall appoint Officers or Regional Directors to fill a vacancy that might arise. Such appointment may be made by a majority of the remaining Board members, even though less than a quorum may remain filled. An Officer or Regional Director so appointed shall serve until the term expires.

I. **POWERS**: The Board shall have the power and authority to:

1. Represent the membership in all activities of the society.
2. Levy and collect assessments upon all members of the Society.
3. Call meetings of the membership of the Society when it deems the same necessary.
4. Adopt, by resolution, rules and regulations, not inconsistent with the Laws of the State of Ohio or with the Bylaws of the Society, for the guidance of the Officers in the management of the affairs of the Society.
5. Conduct, manage, and control the affairs and business of the Society.
6. Contract for, incur, create indebtedness in any lawful manner and in any amount required for the purposes of the Society; secure the same by deed of trust or mortgage upon the real property of the Society in the manner provided by Law; make, do, or perform any acts necessary or proper to carry out all or any of the purposes of the Society; make and enter into contracts, or perform and enforce the same, and issue bonds, debentures, and other evidence of indebtedness to secure obligations of the Society in the manner provided by law.
7. Keep an accurate record of all of its meetings and acts and also of all meetings of the Society.
8. Supervise all acts of the Officers and employees and cause the monies of the Society to be kept safely, directing where the same may be kept or deposited.
9. Invest surplus funds of the Society.
10. Approve the financing and issuing of publications of the Society.
11. Determine the scientific and educational policies and undertakings of the Society.
12. Act on matters concerning conservation, with or without resolution by the Society membership.

J. **COMPENSATION**: All Directors shall serve without compensation, except that the Board may, if it deems advisable, provide compensation for Officers. At the discretion of the Treasurer, subject to the approval of the Board, the Regional Directors and Officers may be reimbursed for expenses reasonably incurred by them in the performance of their duties.

## V. OFFICERS

A. **OFFICES AND QUALIFICATIONS:** Officers must be members in good standing of the society. The Officers of the Society shall be President, Vice-President, Treasurer, Executive Secretary and Recording Secretary. These Officers shall also be members of the Board.

B. **POWERS AND DUTIES:**

1. President: The President shall be the chief executive of the Society and the President of the Board. The President shall preside at all meetings of the Board, and of the Society, direct and administer all affairs of the Society, subject to the direction of the Board, and perform such other duties as specified by the Board or these Bylaws.

She/he shall provide overall direction in regards to strategic planning and delegation of duties. She/he shall serve as the point of contact with the media and work with potential donors, grantors, and advertisers.

The President shall, with the approval of the Board, appoint Chairpersons of all Committees except The Ohio Bird Records Committee. The President shall be an ex-officio member of all Committees except the Nominating Committee and The Ohio Bird Records Committee. The Annual Conference Committee Chairperson, the Publications Committee Chairperson and the Nominating Committee Chairperson shall report to the President.

2. Vice-President: The Vice-President shall, at the President's request, assist him/her in carrying out his/her duties. If the President shall be unable to serve, then the Vice-President shall act as President in all respects.
3. Treasurer: The Treasurer shall receive and safely keep the Society's funds and securities and have custody of them in such bank or banks as are approved by the Board. She/he shall be responsible for developing a yearly budget and programs for tracking finances, including memberships and grants. She/he shall disperse the Society's funds on its checks as the Board may direct or approve, taking proper vouchers therefore. She/he shall keep such financial records as are necessary and shall render to the Board, whenever it may require, an account of his/her transactions as Treasurer and of the financial condition of the Society, including all of its funds. The Treasurer shall be bonded by a fidelity company in an amount determined by the Board.

An outside audit of the financial records may be requested at any time by a simple majority vote of the Board. The President will form an ad hoc Audit Committee and appoint its Chairperson. The ad hoc Audit Committee will select the auditor, the scope of the audit, negotiate the fees, receive the auditor's report and report back to the Board of Trustees.

If the Treasurer shall for any reason be unable to sign checks, any two of the following officers shall sign: President, Vice-President, Executive Secretary or Recording Secretary. The signature of these officers shall be registered as may be required to

implement this provision.

The treasurer shall not make disbursements of society funds in excess of \$1,000.00 without prior approval of the board.

4. Executive Secretary: The Executive Secretary shall be responsible for the day to day administrative functions of the Society such as correspondence with members, directors and others. She/he shall keep a current record of the Society's membership, noting address changes and those in default and notify the respective editors of those eligible to receive the Society's publications. She/he shall develop and oversee production of all of the Society's promotional materials, paper or electronic. She/he shall attempt to obtain new members for the Society through the efforts of the Membership and Promotions Committee which shall report to the President. She/he shall be responsible for all meeting notices required by these Bylaws.
5. Recording Secretary: The Recording Secretary shall record the proceedings of the Society and of the Board. She/he shall keep the minutes of these meetings as well as the reports submitted by officers or committee chairpersons and such other records as the Society may have, and transmit them to his successor. She/he shall provide each member of the Board with minutes of the last meeting.

## VI. REGIONAL DIRECTORS

- A. **QUALIFICATIONS**: Regional directors must be members in good standing of the society. There shall be one Regional Director of the Society for each of the six divisions of the State of Ohio as depicted on the Ohio map attached to these Bylaws as Exhibit A and known as NE, NW, East Central, Central, SW and SE. These regions are as defined on Exhibit A. These Regional Directors must reside within their region. In addition, there are two additional Regional Directors who are at-large, that is, whose region is the entire State of Ohio.
- B. **POWERS AND DUTIES**: Regional Directors shall promote the values of membership in the Society within their regions by serving as liaisons between the Society and birders, bird clubs and educational institutions in their region. Additionally, Regional Directors as members of the Board are responsible for overseeing Society committees assigned to them.

## VII. MEMBERSHIP MEETING

- A. **ANNUAL MEETING**: An annual meeting of the members of the Society shall be held during each calendar year, at a time and place set by the Board for the purpose of electing Officers and Regional 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 by the Board, or five percent of the membership.

C. **QUORUM AND VOTING:** One hundred members in good standing, present in person, shall constitute a quorum for any meeting of the general membership. If a quorum is present then a majority vote of the members present 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:**

1. Notice: 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 shall be given to the members at least thirty days in advance. Notice of Special Meetings shall be given to the members by first class mail no less than seven days prior to the meeting.
2. Agenda: All petitions, applications, communications, or business intended for consideration by the members at any meeting shall be in writing and shall not be considered nor acted upon unless delivered to the Executive Secretary in time for inclusion with the meeting announcement. The Board may waive such requirements by majority vote of the Board at the meeting.
3. Announcement: Announcement of the date, place and agenda of the Annual Meeting in The Cerulean newsletter at least thirty days prior to the meeting shall be sufficient notice as required by these Bylaws.

E. **PROCEDURE:**

1. Rules of Order: The procedures in the latest edition of Robert's Rules of Order (Revised) shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.
2. Parliamentarian: The President may appoint a Parliamentarian to advise on matters of Parliamentary procedure.

## VIII. NOMINATIONS

A. **NOMINATING COMMITTEE:**

1. Members: The president shall select five members who are not directors but who are approved by the Board to serve on a Nominating Committee for Officers and Regional Directors.
2. Duties: The members of this Nominating Committee by a majority vote shall submit to the Executive Secretary for inclusion with the Annual Meeting announcement, not later than 90 days prior to the Annual Meeting, names of candidates to fill any Regional Director or Officer vacancies expected to arise as a result of their terms expiring at that annual meeting. The chair of the nominating committee shall report to the membership, in the issue of the Cerulean which precedes the annual meeting, the names of all persons who have been nominated by the committee.

3. Term: The members of the Nominating Committee shall serve at the pleasure of the President as approved by the Board. Otherwise, each member's term ends with the term of the appointing President.

B. **MEMBERSHIP NOMINATION**: Members of the Society in good standing may nominate any other member who has given their approval, to be an Officer or Regional Director of the Society. Such nomination must be received by the Executive Secretary of the Society 30 days prior to the Annual Meeting considering that election. The nominator may make a maximum of one nomination per each vacancy, and may not nominate himself/herself. All nominations must be made in good faith and with the prior approval of the nominee. The names and biographies of these nominees shall be presented to the membership at the annual meeting, along with the names and biographies of the nominees of the nominating committee.

## IX. PUBLICATIONS

- A. **CONTRACTS**: the society may enter into written contracts for such publications as it deems appropriate.
- B. **THE CERULEAN NEWSLETTER**: The Cerulean newsletter shall be published by the Society on a quarterly basis. It shall be sent to each member of the Society in good standing. The contents shall be at the discretion of its editor with the approval of the Publications Committee but shall contain news of the Society and its affairs.
- C. **PUBLICATIONS COMMITTEE**: The Publications Committee shall be responsible for all editorial and technical materials of any type. The OOS President shall appoint the chair of the Publications Committee, as referenced in the Bylaws (V)(B)(1). The chairperson shall appoint other members of the Publication Committee and Editors of OOS official publications with the approval of the board.

## X. OHIO BIRD RECORDS COMMITTEE

The Ohio Bird Records Committee shall be a standing committee of the Society. It has existed since July 1, 1991 as a separate organization with its own Bylaws and has attained a certain status of expertise in the Ohio birding community. Thus, it shall continue to operate under its own Bylaws. Funds for the operation of the Ohio Bird Records Committee shall be held by the Treasurer of the Society. The Committee's secretary shall report to the Board as requested.

## XI. COMMITTEES

- A. **STANDING COMMITTEES**: Additional standing committees not created by these Bylaws may be created or terminated at any time by the Board. Appointment shall be made by the President, who shall designate the Chairperson of each of these Committees.
- B. **MEMBERS**: Members of these additional Standing Committees serve at the discretion of the President. Their terms expire when the appointing President's term expires.

- C. **SPECIAL COMMITTEES:** Special Committees may be designated by the President, with the approval of the Board of Directors. These Committees shall be terminated (a) when the purpose is completed or (b) when the President leaves office. They may be reactivated by the succeeding President.

## XII. BYLAWS

- A. **REVIEW:** These Bylaws shall be reviewed regularly by the Bylaws Committee, a standing committee of the Society.
- B. **CHANGES:** The Board may change these Bylaws by approval of two-thirds of its members. The Membership may change these Bylaws by approval of two-thirds of its members at the Annual Meeting.

## XIII. DISSOLUTION

If at any time the Society may be deemed inactive, the Board shall terminate the Society according to the laws of Ohio and as stated in the Articles of Incorporation.

As adopted by the Incorporators of the Society on March 1, 2004

Revised July 29, 2007.