

MARYLAND ORNITHOLOGICAL SOCIETY, INC.

BYLAWS

ARTICLE I. NAME

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

ARTICLE II. PURPOSE

The purpose of the Maryland Ornithological Society, hereafter referred to as the Society, is to further educational, scientific, and charitable pursuits relating to birdlife in Maryland by promoting the knowledge, research, protection, and conservation of bird life and natural resources.

ARTICLE III. MEMBERSHIP

Section 1. Membership shall be open to any person in sympathy with the purpose of the organization upon payment of the dues applicable to the class of membership selected.

Section 2. The classes of membership shall be as follows: Individual, Household, Sustaining, Life, Junior, Courtesy, and Honorary. Dues and definitions shall be set forth in the Society's Manual of Operations, hereafter referred to as the Manual. All members, except Complimentary, shall be entitled to one vote at meetings or in the annual election, shall receive Society publications, and may serve on committees.

Section 3. Dues for any class of membership may be changed at any time upon recommendation of the Board of Directors, and approved by two-thirds vote of the members participating at any membership meeting or annual election.

Section 4. The membership year shall begin on September 1. Members whose dues remain unpaid on March 1 shall be dropped from membership, but may be reinstated upon payment of the current year dues.

Section 5. New members shall pay full annual dues to join MOS. If a member joins between March 1 and September 1, their membership shall be extended through the following membership year. This extension does not apply to members whose membership has lapsed due to nonpayment of dues.

ARTICLE IV. OFFICERS

Section 1. The officers of the Society, hereafter referred to as officers, shall be the President, the Vice President, the Treasurer, and the Secretary.

Section 2. The officers shall be elected in an election held each membership year. The officers shall assume their duties on September 1, and shall hold office for one year, through August 31, or until successors are chosen, or unless they are removed from office as provided in Section 3.

Section 3. Any officer of the Society may be removed from office by three-fourths vote of the total number of Directors. It is necessary for the Directors to show cause for such removal from office.

Section 4. The officers of the Society shall perform the usual duties of their respective offices as outlined in the Society's Manual, and such other duties as may be assigned by the Board of Directors.

Section 5. There shall be non-elected administrative officers of the Society, to be appointed by the President and approved by the Board of Directors. Their terms shall be indefinite and may be terminated by either party upon giving at least one month's notice in writing.

- (a) an Executive Secretary, who shall be employed by the Board of Directors and have such duties as designated in the Manual, and such other duties as the President or Board of Directors shall designate,
- (b) an Editor of *Maryland Birdlife*, the journal of the Maryland Ornithological Society;
- (c) an Editor of *Maryland Yellowthroat*, the bimonthly newsletter of the Maryland Ornithological Society; and
- (d) other administrative officers who may be appointed as the need arises.

#### ARTICLE V. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of: the elected officers of the Society; the Directors elected by the Chapters (including Chapter Presidents); chairs of standing committees; the Editors of *Maryland Birdlife* and *Maryland Yellowthroat*; and the immediate Past President. The Executive Secretary and other administrative officers shall serve as nonvoting members. No individual shall have more than one vote.

Section 2. The Board of Directors shall constitute the managing board of the Society; as such it shall have the power and authority to carry out policies of the Society, as determined at annual meetings, and to conduct the business of the Society.

Section 3. The Board of Directors, whose terms are coincident with the membership year (September 1 to August 31), shall have a minimum of four meetings each year. At its first meeting of the membership year, the Board of Directors shall organize for the year; initiate plans for the next annual election; and transact such business as lawfully may be brought before the meeting. At a board meeting prior to the annual election and the end of the fiscal year, the Board of Directors shall adopt a budget for the next fiscal year; receive and act on reports of its Officers and Committees for the current and preceding years; and prepare its report and recommendations for presentation to the membership prior to the annual election. At its final meeting of the membership year, after the annual election, the Board of Directors shall take care of any unfinished business.

Section 4. At all meetings of the Board of Directors, one-third of the total Board shall constitute a quorum.

Section 5. A Director who cannot be present at a meeting may designate in writing another member of the Society to serve as a proxy. Said proxy shall then have all the voting privileges of the absent Director. A proxy must not be another Director, must be from the same Chapter as the absentee, and shall represent only one Director.

Section 6. The Board of Directors may vote by telephone, mail, email, or other means on matters referred to it by the President. In such cases, votes from one-third of the total Board shall constitute a quorum.

Section 7. Any vacancy occurring on the Board of Directors shall be filled in the following manner:

- (a) The President: the Vice President shall automatically assume the office of the President;
- (b) Chapter Director: to be filled by the Chapter,
- (c) Other vacancies in the elected offices shall be filled by a majority vote of the remaining members of the Board of Directors, from the Board membership.

#### ARTICLE VI. EXECUTIVE COUNCIL

- Section 1. The Executive Council shall consist of the elected officers of the Society: President, Vice President, Treasurer, Secretary, and Immediate Past President. The President shall serve as the Chair of the Council. The Executive Secretary shall serve ex-officio, but shall not have a vote.
- Section 2. The Executive Council shall have and exercise, during the intervals between the meetings of the Board of Directors, to the extent permitted by law, all the powers of the Board of Directors in the management and direction of the affairs of the Society.
- Section 3. Meetings may be called by the President or any two members of the Council. Three members shall constitute a quorum, and three votes in favor are required for passage of any motion. Votes by telephone, email, or other remote electronic means are permitted.
- Section 4. All activities of the Executive Council must be reported at the next Board of Directors meeting.

#### ARTICLE VII. NOMINATIONS

- Section 1. The Nominating Committee shall be a rotating committee consisting of five Society members from different chapters, two of whom shall be elected in even-numbered years, and three of whom shall be elected in odd-numbered years from the membership at large, by the Board of Directors at its final meeting of the membership year. Each member shall serve for two years, or until a successor is elected. Before the next meeting of the Board of Directors, the Committee shall elect one of its members to serve as Chair for a term of one year.
- Section 2. It shall be the duty of this Committee to prepare a list of candidates for the elective offices to be filled at the annual election, and to submit this list for distribution to the membership with the notice of the annual election.
- Section 3. It shall also be the duty of this Committee to prepare and present to the Board of Directors, at the final meeting of the membership year, a list of candidates for the next membership year's Nominating Committee.
- Section 4. Additional nominations for elective offices and Nominating Committee may be made prior to the annual election and the Directors' meeting, respectively, by any Society member.
- Section 5. No nomination shall be made without the nominee's prior consent.

#### ARTICLE VIII. LOCAL CHAPTERS

Section 1. The Board of Directors may authorize the establishment of a local chapter upon the written petition of a group of not less than ten individuals who are interested in the Society. The petition shall include a copy of a constitution and/or bylaws for the proposed local chapter.

Section 2. Each Chapter shall administer its affairs in a manner consistent with the Articles of Incorporation and these Bylaws of the Society. The manner of the collection and distribution of Chapter and Society dues from the chapter members will be set forth in the Manual of Operations.

Section 3. Each Chapter shall elect a Director for each one hundred members or part thereof, to serve with the Chapter President on the Board of Directors of the Society.

Section 4. A Chapter may be dissolved by resolution of its own members; or the Board of Directors may recommend dissolution to the Society when, after consulting with the governing board of that Chapter, it is deemed inoperative. All assets of the Chapter shall then become the property of the Society.

#### ARTICLE IX. COMMITTEES

Section 1. Standing committees may be created or terminated at any time by the Board of Directors. The President shall appoint the chair of each standing committee and, with the exception of the MD/DC Records Committee, may also appoint the members of those committees.

Section 2. Appointed members of standing committees serve with the President for a one-year term, but may be re-appointed. Records Committee voting members are elected by that committee and serve for three-year terms. At least two Chapters must be represented by the members of each standing Committee. All committee members shall be Society members in good standing.

Section 3. Enumeration and duties of standing committees are to be found in the Manual.

Section 4. 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. All appointees shall be Society members in good standing.

#### ARTICLE X. MEMBERSHIP MEETINGS AND ELECTIONS

Section 1. The annual election by the members of the Society shall be held after the approval of the budget by the Board and before the final Board meeting of the membership year. The purpose of the annual election shall be to elect officers and to vote on other business as may be brought forth prior to the election.

Section 2. Special meetings of the membership shall be called by the President, or on the written request to the Secretary by any three Directors representing three different Chapters. The business to be considered shall be specified in the request, with the time and place to be determined by those calling the meeting.

Section 3. At least 30 days prior to the annual election, and at least 20 days prior to the date of any special meeting of the members, the Executive Secretary or Secretary shall send a notice to each member entitled to vote, clearly stating the purpose of the election or meeting.

Section 4. The quorum at a membership meeting, the quorum for the annual election, and the manner of conducting the election shall be set forth in the Manual of Operations.

Section 5. The results of the annual election, and all reports or abstracts of such reports presented at a meeting, shall be published within 75 days after the election or meeting.

#### ARTICLE XI. SIGNATURES

Section 1. All promissory notes of the Society shall be signed by both the President and the Treasurer, or in the extended absence of the President, by the Vice President and the Treasurer.

Section 2. Expenses which result from normal operations, such as taxes, rent, insurance, utilities, printing and other items set forth in the yearly Society fiscal budget as approved by the Board of Directors shall be called budget expenses. Checks drawn on the checking account for budget expenses as well as other items not included in the annual budget but approved by the Board of Directors, in amounts less than the amount set out in the Manual of Operations may be signed by either the Treasurer or the President.

Section 3. All checks exceeding the amount set out in the Manual of Operations, all checks drawn on the Society money market/savings account other than as internal transfer of funds to other Society accounts, and all requests for cash withdrawals from endowment/investment accounts other than as internal transfer of funds to other Society accounts shall be signed by two Executive Council members.

#### ARTICLE XII. MANUAL OF OPERATIONS

Section 1. There shall be a Society Manual of Operations outlining duties and procedures for officers, committees, etc., to be reviewed regularly by the Bylaws Committee and revised as needed. All changes shall be approved by the Board of Directors. Action to change the Manual may also be initiated by the Board of Directors.

#### ARTICLE XIII. AMENDMENTS

Section 1. These Bylaws may be amended by a vote of at least two-thirds of the membership present at a membership meeting or an annual election, provided that the proposed amendment shall have been distributed to the members not less than 30 days prior to the meeting or election, and have been previously approved by the Board of Directors.

#### ARTICLE XIV. DISSOLUTION

Section 1. If at any time the Society may be deemed inactive, the Board of Directors shall terminate the organization according to the laws of Maryland governing such association/corporations, and, as stated in the Twelfth of Articles of Incorporation: "In the event of termination, or of dissolution, or winding-up of this Corporation in any manner or for any reason whatsoever, the remaining assets, if any, shall be distributed to (and only to) one or more organizations described in Section 501 (c) (3) of the Internal Revenue Code."

#### ARTICLE XV. PARLIAMENTARY AUTHORITY

Section 1. 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.

Section 2. The President may appoint a Parliamentarian to advise on matters of Parliamentary procedure.

Adopted: 05 June 2021