

# BYLAWS OF THE VIRGINIA BLUEBIRD SOCIETY

## ARTICLE I

### Members

Section I. Any person who applies for membership and pays to the Treasurer the prescribed dues shall be placed upon the membership roll.

Section II. There shall be four classes of regular members. Regular members shall be classified on the basis of dues paid:

- A. Individual Members
- B. Family Members (limited to husband, wife and their dependent children)
- C. Sustaining Members
- D. Endowment Members

Section III. The Board of Directors will annually review and set the dues structure for all classifications of membership and notify the membership accordingly.

Section IV. Dues shall be payable on March 1 for the ensuing twelve months (one year). Any member who has not paid dues by June 1 shall be dropped from the mailing list.

## ARTICLE II

### Officers and Directors

Section I. The officers of the corporation shall be President, Vice President for Membership and Trails, Vice President for Education, Secretary, Treasurer. They shall be elected at the annual meeting by a majority of members present and voting to the terms of two years or until their successors are elected. The duties of the first five officers shall be those usually pertaining to their respective offices. The Board of Directors from time to time may provide for an Assistant Secretary and an Assistant Treasurer. No person may hold more than one office concurrently. There shall also be two editors appointed by the officers and the board, the newsletter editor for the BIRD BOX, and an editor of the web page.

Section II. The management of the business and affairs of the corporation shall be vested in a Board of Directors of 11. The Board of Directors shall consist of the officers specified in Section I hereof (exclusive of the Assistant Secretary and Assistant Treasurer, if any), the immediate past President of the corporation and five members of the corporation. Such five members shall be elected for terms of two years or until their successors are elected.

Section III. A nominating committee shall make nominations for officers and members of the Board. Such list of nominees shall be published or otherwise disseminated to the membership at least 30 days before the meeting at which the elections are to be held. Nominations may also be made from the floor by any member in good standing. Elections shall be by a majority vote of members present and voting. Each type of membership receives one vote. The Assistant Secretary and Assistant Treasurer, if any, shall be appointed by the Board of Directors for terms expiring at the next annual meeting. The editor of both the newsletter and the web page shall be appointed by the board for as long as they will serve.

Section IV. Terms of officers and Board members shall be two years. All terms shall begin and expire at the fall annual meeting. [The terms of the officers and the board of directors whose terms expire on June 30, 2003 shall be extended to expire at the annual fall meeting of 2003.] A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section V. Any elected member of the Board of Directors who fails to attend at least one regular meeting of the Board a year shall be dropped from the Board. The resulting vacancy may be filled temporarily by a replacement appointed by the Board of Directors. A permanent replacement shall be elected at the next annual meeting to serve the unexpired term of the member thus dropped.

## ARTICLE III

## Meetings

Section I. The annual meeting shall be held in the fall of the year, at the place, day and hour designated by the Board of Directors. Special meetings may be called by the President or by a majority of the directors. In the case of a special meeting, the notice shall include the purpose for which the meeting shall be called. All members shall be notified at least 30 days in advance of any meetings of the members.

Section II. Ten percent of the members in good standing of the corporation present shall constitute a quorum for the transaction of any business. Each membership present shall be entitled to one vote. Members not present shall not be entitled to vote. Proxy voting shall not be allowed.

Section III. The Board of Directors shall meet at least twice each year, once immediately following the annual membership meeting in the fall of each year. Written notice stating the time and place of the meeting shall be mailed or e-mailed to each director at least ten days before the meeting. A majority of directors in office present in person shall constitute a quorum. Less than a quorum may adjourn the meeting to a fixed time and place, no further notice of any adjourned meeting being required.

Section IV. Each county of the Commonwealth of Virginia not having one of its members on the Board of Directors shall be entitled to send their county coordinator [see Article IV] or to select one of its members as a non-voting representative at all meetings of the Board of Directors. Notification of all board meetings will be sent to each county via the county coordinator.

## ARTICLE IV

### County or Regional Coordinators

Section I. The corporation shall promote and encourage the establishment of county or regional coordinators throughout the Commonwealth. The function of these coordinators will be to organize bluebird trails in their county or region, solicit and train volunteers, and collect trail data in that region. County or regional units may hold meetings to promote the establishment of new trails, train volunteers, or for other educational purposes.

Section II. The County Coordinators shall be appointed and serve at the discretion of the president.

## ARTICLE V

### Committees

Section I. Business of the corporation between meetings of the board of directors will be conducted by an Executive Committee consisting of the President, Vice President for Membership and Trails, Vice President for Education, Secretary, Treasurer. A quorum shall consist of four officers. Meetings will be called by the President, who will notify the entire Board at least four days in advance. The committee will not modify action taken by the Board and will report action taken as a committee at the next Board meeting.

Section II. At the spring Board Meeting, the President shall appoint a nominating Committee of three members to nominate officers and directors to be voted on at the annual meeting the following fall.

Section III. Other committees may be appointed by the President or the Executive Committee as the need arises.

## ARTICLE VI

### Finances

Section I. Unless otherwise assigned by these Bylaws or the Board of Directors, all income, including dues, accruing to this corporation shall be credited to the General Fund, and the assets of this fund shall be used to defray all the normal operating expenses of the corporation, including:

- A. The publication of all regular periodicals and mailings
- B. Funding for the establishment of new bluebird trails

C. Any expense incurred for the purpose of obtaining 501(c) 3 tax exempt status.

Section II. Accounts of the Treasurer will be audited annually and in a manner specified by the President.

Section III. An annual operating budget will be developed by the Board of Directors beginning at the fall 2000 Board Meeting. Prior to development of a budget, expenditures may be approved by a majority of officers of the corporation. Once an annual operating budget is approved by the Board, additional expenditures not in the operating budget must be approved by a majority of the executive Board. Unbudgeted expenses not approved by the Board will be the responsibility of the person incurring them.

Section IV. All withdrawals from the corporation bank account will be by check. All checks exceeding an amount established by the Board of Directors will require two signatures. The Board of Directors will designate the signatories for the checking account.

## ARTICLE VII

### Amendments

Proposed amendments to the bylaws shall first be submitted to the Board of Directors for approval by a majority of the directors present and voting. If so approved, such amendments shall be submitted to the membership at the next annual meeting for approval by the majority of the memberships present and voting.

## ARTICLE VIII

### Parliamentary Procedure

ROBERT'S RULES OF ORDER, REVISED and THE STANDARD CODE OF PARLIAMENTARY PROCEDURE, shall govern the procedures of this organization in all matters not covered in these Bylaws.

## AMMENDMENTS

1. On, 12-19-00: one change was made. modified by electronic-vote of the Board

Article III, Section.1; Meeting place was changed by removing the following phrase in the first sentence: "...concurrent with the annual Meeting of the Virginia Society of Ornithology and...."

2. On, 11-2-02: 6 changes were made and unanimously approved by the members attending the annual meeting.

Article I, Section II; Added items C. and D.

Article II, Section I; Omitted the Editor of the web page and Editor of the newsletter as officers of the Corporation; being now appointed by the board for as long as they wish to serve.

Article II, Section II; Changed the number of board members from 13 to 11.

Article II, Section IV; Changed the terms of the officers and the board of directors to begin and expire at the fall annual meeting.

Article III, Section I; Changed the annual meeting to the fall of the year.

Article V, Section II; Changed the nominating Committee appointment to be at the Spring Board Meeting with voting on the slate to be at the fall annual meeting.

Article VI, Section IV – Eliminate the requirement that the Treasurer be the countersigned on checks over \$100. Have the board of Directors decide the amount requiring two signatures and who the signatories of the account will be. 11-7-09