NEW YORK STATE ORNITHOLOGICAL ASSOCIATION, INC.

A NEW YORK STATE NOT-FOR-PROFIT CORPORATION

BYLAWS

COMPLETE REVISION 1998
as modified by all amendments through 2006

ORGANIZED AS AN UNINCORPORATED FEDERATION
November 13-14, 1948

FEDERATION OF NEW YORK STATE BIRD CLUBS, INC.
CERTIFICATE OF INCORPORATION FILED
July 26, 1956

NEW YORK STATE ORNITHOLOGICAL ASSOCIATION, INC.
CERTIFICATE OF NAME CHANGE AMENDMENT FILED
January 29, 2004

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DEFINITIONS

As used in these Bylaws, the following terms are deemed to be equivalent:

The Corporation--New York State Ornithological Association, Inc.

The Board--the Board of Directors of the New York State Ornithological Association, Inc.

The Annual Meeting--the Annual Meeting of the New York State Ornithological Association, Inc.

The Council--the Council of Delegates of the Member Organizations of the New York State Ornithological Association, Inc.

One year, three years, etc. when referring to terms of office--the period of time between successive annual meetings, which may be shorter or longer than a calendar year.

ARTICLE I: NAME

The name of this organization shall be New York State Ornithological Association, Inc.

ARTICLE II: PURPOSES

The purposes of this Corporation are to further the study of birds, bird life and bird lore; to foster, inculcate and disseminate knowledge and appreciation thereof; to preserve and protect birds and other wildlife and their environment; and to educate the public in the need for conserving natural areas and resources.

To achieve these purposes, the Corporation shall be empowered to conduct educational programs; publish and distribute documents and other printed matter; cooperate with governmental agencies and other educational and charitable organizations with similar objectives; and to document the ornithology of the State and maintain the official Checklist of the Birds of New York State.

ARTICLE III: MEMBERSHIP

Section 1. Members. Membership in this Corporation, upon payment of applicable dues, shall consist of the following classes of members:

(a) Member Organizations, which shall be any club or organization of ten or more persons, incorporated or unincorporated, organized in the State of New York for purposes consistent with those of the Corporation.

(b) Individual Members shall be persons who have an interest in the purposes of the Corporation. Individual membership shall include such categories as the Board of Directors may decide upon from time to time.

Section 2. Dues.

(a) The dues of Member Organizations and Individual Members shall be determined from time to time by the Board of Directors. The dues shall be payable annually on a date to be established by the Board of Directors.

(b) The schedule of dues shall appear on dues notices, membership brochures and in the Corporation’s principal periodicals.

Section 3. Election of Member Organizations. Application for Member Organization membership shall be made to the Board of Directors, which shall be empowered to grant provisional membership, pending approval by majority vote at the next Annual or Special Meeting of the Corporation.

Section 4. Removal of Members. Any individual member or Member Organization may be removed from membership in the Corporation for conduct deemed prejudicial to the Corporation by a two-thirds vote of the delegates present at any Annual or Special Meeting of the Corporation, provided, however, that such member or Member Organization shall have been served written notice of the charges and shall have been given an opportunity to be heard at the meeting at which such vote is taken. If the member against whom charges shall have been brought is a Member Organization, said notice of charges shall be served upon or sent by registered mail to the President and Secretary of such organization at least sixty days in advance of the date of the meeting where removal is to be considered.

ARTICLE IV: MEETINGS OF THE CORPORATION

Section 1. Annual Meeting. The Annual Meeting of the Corporation shall be held in each calendar year at a specific time and place in the State of New York, as determined by the Board of Directors, for the purposes of electing directors and officers, electing members of the Nominating and Auditing Committees, approving the membership applications of new Member Organizations, approving amendments or revisions of the Bylaws, and considering and acting on other matters that may properly come before the meeting.

Section 2. Notice of Annual Meeting. At least one month in advance of the date fixed by the preceding section for the holding of the Annual Meeting, written notice of the specific time, place and purposes of such meeting shall be provided to every Member Organization and Individual Member.

Section 3. Council of Delegates. The voting members of the Corporation, the Member Organizations, shall each elect or appoint one or more delegates to represent the Organization at the Annual or any Special Meeting of the Corporation. Collectively these delegates constitute a Council of Delegates for purposes of determining a quorum for the meeting, and for voting. Delegates shall be selected by Member Organizations on the following basis:

Number of Regular Dues-paying Members	**Authorized Number of Delegates**
Less than 101	1
101-200	2
201-500	3
501-700	4
701-900	5
over 900	6

For determining a quorum for the meeting, and voting on any matter before the meeting, each delegate is entitled to only one vote, unless also carrying one or more written proxies from other elected or appointed delegates from that Member Organization.

Section 4. Quorum for Annual or Special Meetings. Duly authorized delegates, present in person or by signed proxy pursuant to these Bylaws, who collectively are entitled to cast one hundred votes or one-tenth of the total number of votes authorized to be cast in accordance with Section 3 of this article, whichever is lesser, shall constitute a quorum. A quorum shall be determined by the number of delegates present at the opening of the meeting. A quorum shall not be destroyed by the departure of delegates after the opening roll call.

Section 5. Rights of Individual Members. Individual members of the Corporation shall have all the rights of notification, attendance, participation, discussion and persuasion at any meeting of the Corporation except that, as non-voting members of the Corporation, they do not have the right of presenting or voting on any motions or other actions before the meeting.

Section 6. Special Meetings. Special Meetings may be called by the President or by at least three Member Organizations acting collectively. Notice of any such Special Meeting shall be sent, at least thirty days in advance, to every Member Organization and every individual member stating the time, place and purpose for which the meeting has been called. No business shall be transacted at a Special Meeting except that stated in the notice.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Functions. The control and conduct of the operations and business of the Corporation, and the authority to determine its policies, shall be vested in the Board of Directors.

Section 2. Composition and Term Limits. The Board of Directors shall be composed of the President and Vice president of the Corporation, elected as described in Article VI, and nine elected directors, as described in Article VII, all of whom must maintain individual membership in the Corporation. No member may serve in any combination of positions on the Board of Directors for more than 8 consecutive years. After that number of consecutive years in any combination of positions a member may not be a member of the Board for at least one year before again being elected to any Board position. Changes in the Bylaws made to either the composition of the Board of Directors or their terms will take effect in the year following the adoption of the changes in the Bylaws.

Section 3. Regular Meetings. At least three regular meetings of the Board shall be held throughout the year at times and places established by the Board or as may be determined by the President. At least ten days' written notice of any regular meeting shall be given to each member of the Board by the President. Attendance at Board meetings may be in person or via telephone conference or other means pre-approved by the Board for this purpose.

Section 4. Special Meetings. Special meetings of the Board may be called by the President or by any five members of the Board, and at such special meetings any business may be transacted which might be transacted at a regular meeting of the Board. At least ten days' written notice of any special meeting shall be given by mail or email to all members of the Board.

Section 5. Quorum. A majority of the members of the Board then in office shall constitute a quorum for transaction of business at any Board meeting.

Section 6. Committee Chairs and Officers not on the Board. All committee chairs and officers of the Corporation who are not on the Board of Directors shall be given notice of, and shall be expected, as part of their duties, to attend all Board Meetings in an advisory capacity to report to and advise the Board concerning the activities and plans of their offices and committees, and to recommend to the Board any actions related to the their responsibilities that should be considered.

Section 7. Involuntary Removal of Members of the Board. A member of the Board may be removed from office for cause only by a majority vote of the delegates at a Special or Annual Meeting of the Corporation. Any such action shall be taken only after the person has been advised of the charges in advance, and been given an opportunity to be heard at the meeting when action is being considered.

ARTICLE VI: OFFICERS

Section 1. Positions and Qualifications. The Corporation shall have the following officers: President, Vice President, Recording Secretary, and Treasurer, The President and Vice President will automatically be members of the Board of Directors while in office. All officers must maintain individual membership in the Corporation.

Section 2. Election and Term of Office. All officers shall be elected annually at the Annual Meeting by a majority vote of the delegates present in person or by proxy, to one year terms, which shall commence immediately at the conclusion of the meeting where they are elected and end at the conclusion of the next Annual Meeting or when their successors have taken office, whichever occurs later. The President and Vice President shall not hold the same office for more than two consecutive terms.

Section 3. Vacancies. A vacancy in any office, except that of the President, may be filled by the majority vote of the Board of Directors present at any meeting of the Board at which a quorum is present. Each officer so elected shall hold office until the conclusion of the next Annual Meeting or until a successor has been elected, whichever occurs later.

Section 4. Responsibilities of Officers.

A. President. The President shall be the chief executive officer of the Corporation; shall preside at Annual and Special Meetings of the Corporation and meetings of the Board of

Directors; shall appoint all committees, except as elsewhere provided in these By-laws, and shall be an ex-officio member of all such committees; and shall submit, at the Annual Meeting, a written report of the Corporation's activities during the preceding year.

B. Vice President. The Vice President shall assist the President and shall assume the duties and exercise the powers of the President if the President is unable to act for any cause.

C. Recording Secretary. The Recording Secretary shall record and distribute minutes of all meetings of the Board of Directors and of the Corporation and shall, before any Annual or Special Meeting of the Corporation, determine the current number of authorized Member Organization delegates. In the absence of the Recording Secretary at any meeting, the presiding officer shall appoint a Secretary pro tem to perform these duties. The Recording Secretary shall maintain a roster of the names and addresses of the members of the Board of Directors and a roster of the names and email addresses of the Corporation's committee chairs and members.

D. Treasurer. The Treasurer shall have charge of all funds of the corporation; shall collect dues and receive all monies accruing to the Corporation from whatever source; shall pay all authorized bills against the Corporation; and shall submit an annual financial report at the Annual Meeting and such other reports as may be directed by the Board of Directors or the President.

ARTICLE VII: DIRECTORS

Section 1. Election and Term of Office. There shall be two classes of directors with five directors in one class and four directors in the other class. Directors shall be elected at each Annual Meeting by a majority vote of the delegates present in person or by proxy, for terms that start immediately at the conclusion of the meeting at which they are elected, and shall hold office until their respective successors take office. Directors shall also be elected to fill vacancies in any class. The term of each class shall be two years. No director shall serve more than two consecutive terms, but may be elected to a new term after a lapse of at least one year.

Section 2. Resignation of Directors. A director wishing to resign must provide the President written notice thereof and said resignation shall take effect upon receipt, unless otherwise specified by the director.

Section 3. Vacancies. Any vacancy in any class, arising from any cause, may be filled temporarily by a majority vote of the members of the Board then in office. Any director so elected shall hold office only to the conclusion of the next Annual Meeting.

ARTICLE VIII: ELECTED COMMITTEES OF THE CORPORATION

Section 1. Description and Procedure. At each Annual Meeting the Council of Delegates shall elect by majority vote a Nominating Committee and an Auditing Committee to serve until the conclusion of the next Annual Meeting. Nominees for these committees may be presented by the Board of Directors or by nomination from the floor. Any nominations from the floor shall be made by members of the Council of Delegates, and shall be for candidates who meet any prescribed requirements for holding the position involved. Should a vacancy in these Committees occur prior to having completed their mission, such vacancy may be filled by appointment by the President, subject to approval by the Board at its next meeting.

Section 2. Nominating Committee. The Nominating Committee shall consist of three persons, only one of whom may be a member of the Board of Directors, and none of whom may be the President or Vice President. The names, addresses and phone numbers of persons on the committee shall be made known in a timely way through the Corporation's publications or otherwise. The Committee shall select a slate of candidates to succeed those directors and officers whose terms of office will expire at the next Annual Meeting, and to fill any vacancies in existing terms. The Committee should attempt to present a slate that is geographically representative of the entire state in so far as possible. Its report will be distributed to the membership through a publication of the Corporation, or otherwise, at least 30 days before the Annual Meeting.

Nothing herein shall prevent nominations from the floor at the time of the meeting at which elections are to be held, providing, however, they are made by a member of the Council of Delegates, and that the individual so nominated is both qualified and willing to serve if elected.

Section 3. Auditing Committee. The Auditing Committee shall consist of three persons, none of whom shall be an officer or director. The Committee shall audit the books of the Treasurer prior to the submission of the annual financial report and whenever a request for such an audit is made in writing by at least three Member Organizations. The results of all audits shall be made available to the Board and the membership.

ARTICLE IX: COMMITTEES OF THE BOARD

Section 1. Executive Committee. The Board shall elect an Executive Committee of three or more members of the Board of Directors, one of whom shall be the President. Within the limits of New York State Law and these Bylaws, the Committee shall consider non-routine matters and shall have the power and authority to act for the Board in emergency situations when the Board is unable to meet. Any actions taken by the Committee shall be reported to and ratified by the Board of Directors at its next meeting and documented in the minutes of that meeting.

ARTICLE X: SPECIAL COMMITTEES

Section 1. Definition and authority. Special committees are committees which may be named in these Bylaws or created by the Board or by the President to facilitate the attainment of various objectives of the Corporation and to assist the Board and Officers with the conduct of their duties. Special committees may be authorized to expend funds and conduct specified aspects of the business and operations of the corporation. All committee chairs shall seek Board approval for any encumbrances or expenditures that exceed their assigned mandate.

Section 2. Appointment and Term of office. The chairs of special committees shall be appointed annually by the President for a term of one year or until their replacements, if any, have been appointed and shall serve at the pleasure of the President. Additional members, if any, of each such committee shall be appointed by the President in consultation with its chair.

Section 3. Named Special Committees. The Corporation shall have the following special committees with duties as described herein: Bylaws, Archive, Finance, Publications, Research, Conservation, Membership, and Marketing and Publicity. Committee members, insofar as practicable, shall be from different parts of the state.

Section 3.1. Bylaws Committee. The Bylaws Committee shall consist of at least three persons responsible for:

(a) Preparing any amendments to or revisions of Bylaws for submission in final detail to the Board and, following Board approval, coordinating their review and adoption in accordance with Article XII.

(b) Maintaining a record of current Bylaws of the Corporation and providing copies as required or requested.

Section 3.2. Archive Committee. The Archive Committee shall collect and index the documents of the Corporation and shall ensure the safekeeping of such documents.

Section 3.3. Finance Committee. The Finance Committee shall consist of at least three persons, including the President and Treasurer. The Committee shall oversee the financial condition of the Corporation, prepare an annual operating budget, consider non-routine disbursements, and submit its recommendations to the Board.

Section 3.4. Publications Committee. The Publications Committee shall have supervision over all publications and periodicals of the Corporation. It shall submit recommendations for Editors of the Corporation’s publications and periodicals for approval by the Board.

Section 3.5. Research Committee. The Research Committee shall have supervision over the research projects of the Corporation.

Section 3.6. Conservation Committee. The Conservation Committee shall keep the Board informed on matters relating to the conservation of wildlife, particularly birds, in New York State and in the nation. In matters of considerable controversy, it shall secure the advice of the Board on the question at issue before taking action.

Section 3.7. Membership Committee. The Membership Committee shall solicit and recruit new members and make recommendations to the Board for maximizing membership retention. It shall also maintain membership rosters and operate renewal processes.

Section 3.8. Marketing and Publicity Committee. The Marketing and Publicity Committee shall create and disseminate marketing and publicity materials and implement programs to raise awareness of the Corporation's mission and activities.

ARTICLE XI: NEW YORK STATE AVIAN RECORDS COMMITTEE

Section 1. Composition and Appointment. The New York State Avian Records Committee shall consist of seven members, including a Chair. The Committee's members including the Chair shall be appointed by the President, with advice from the Committee, and approved by the Board. Appointments to the Committee shall be for terms of three years ending on December 31 in the last year of the term.

Section 2. Resignation of Members. A member wishing to resign shall provide the President written notice thereof. Such resignation shall take effect upon receipt unless otherwise specified by the member.

Section 3. Removal of Members. A request for removal of any member of the Committee before the member's term is completed shall be delivered in writing to and evaluated by the Board for consideration. Should the Board decide to consider removal, the member shall be served written notice of the charges and be given the opportunity to be heard at a meeting of the Board. Following such hearing, removal may be effected by a majority vote of the Board.

Section 4. Vacancies. Should any member be unable to complete a term for any reason, the President, with the approval of the Board, shall, within three months of the effective date of the vacancy, appoint someone to complete the remainder of that term.

Section 5. Responsibilities of the Committee. It shall be the duty of the Committee to establish standards for documentation and evaluation of reports of birds in New York State and to evaluate such reports as may be submitted to the Committee. The Committee shall operate under guidelines established by the Board in consultation with the Committee.

ARTICLE XII: AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Council of Delegates, provided that the proposed amendments have either been presented in writing at the previous Annual Meeting, or that notice of the specific wording of proposed amendments and the time and place of voting thereon be sent by the Board of Directors at least four months in advance of the date of the vote to all Member Organizations. Following approval, a copy of the new version of the Bylaws shall be sent to each Member Organization.

ARTICLE XIII: FISCAL YEAR

The fiscal year of the Corporation shall start on January 1 and end on December 31 of each year.

ARTICLE XIV: DISSOLUTION

In the event of the voluntary dissolution of the Corporation or in the event of dissolution due to such other circumstances as are permitted or required by law, the funds and assets of the Corporation then belonging to it shall, after proper payment of liabilities, be distributed in accordance with the law then applicable to charitable organizations qualified under section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent law).

ARTICLE XV: PECUNIARY TRANSACTIONS

Section 1. Execution of Contracts. The Board, except as otherwise provided in these Bylaws, may authorize any officer, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument. Such authority may be general or confined to specific instances, but unless so authorized by the Board or expressly authorized by these Bylaws, no officer shall have the power to bind the Corporation by any contract or engagement or pledge its credit or render it liable pecuniarily in any amount for any purpose.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board.

Section 3. Evidence of Indebtedness. All checks and drafts on the Corporation’s banking accounts and all bills of exchange, promissory notes, and all acceptances, obligations and other instruments for payment of money or other evidences of indebtedness shall be signed by such officer or officers, agent or agents, as shall be authorized from time to time by the Board.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 5. Bequests, Trusts and Gifts. Bequests, trusts, and gifts having for their objective the advancement of the purposes of the Corporation may be accepted and administered by the Corporation. Acceptance by the Corporation of such devices, bequests, donations, or gifts shall be by a majority vote of the Board at a duly constituted meeting thereof. Before acceptance of any such bequest, trust, or gift, the Board shall consider all conditions or specifications attached thereto. The Board shall make a report of its actions in this regard to the members of the Corporation.

ARTICLE XVI: GENERAL

Section 1. Activities Prohibited. The Corporation shall not participate or intervene, including the publishing or distribution of statements, in any political campaign on behalf of any candidate for public office. The Corporation shall at no time carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent law), or by an organization, contributions to which are deductible under Sections 170 (c) (2), 2055(a) or 2522(a) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent law).

Section 2. Seal. The Corporation's seal shall be in the form of circle and shall include the name of the Corporation and the year of its incorporation.

Section 3. Notices. All notices required by these Bylaws shall be in writing and mailed or emailed to all members of the Board and/or members in good standing, as required, at the address of record appearing in the records of the Corporation unless a written request that notices be sent to another address has been filed with the Corporation. Any notice requirement for any meeting shall be considered waived if (a) the individual so stipulates in writing or (b) if said individual attends the meeting in question.

Section 4. Procedures at Meetings. Except where otherwise provided by these Bylaws, Robert's Rules of Order, latest edition, shall be used to decide questions of procedure or order at any meeting of the Corporation, the Board, or committees.

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