

# 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 there from 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 and are subject to change. 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 shall be determined by the Board. 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 all benefits accruing to their particular class of membership as defined by the Board.
2. 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. All votes shall be in person, except that one family member may cast the two votes of a family membership if no other family member votes.

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 five Officers and eight Regional Directors, each having one vote. To be elected to the board, nominee must be a current member of OOS. Once elected, each board member is afforded an honorary membership for service to the organization. Once leaving the board, former board member will receive one (1) year complimentary membership. The roles of Officers and Regional Directors are defined in Article V and Article VI of these Bylaws.

C. TERMS:

1. Officers: Each Director who is an Officer shall serve a term of three years on the Board. Terms for Officers shall be staggered so that no more than two officers are elected each year.
2. Regional Directors: Each Regional Director shall serve a term of two years on the Board. The terms of the Regional Directors shall be staggered so that elections of four Regional Directors will take place each year.
3. Limitations: The President, Vice-President, and Regional Directors may serve two consecutive terms and may serve again after an absence of one election cycle following the second term. All other officers shall have no term limits.
4. Commencement: Officers and Directors take office at the close of the meeting at which they were elected and serve until their successors are elected.
5. Vacancies: If the President is unable to complete his or her term, the Vice-President shall assume the office of President for the remainder of the term. If the Vice President is unable to assume the presidency, the Board will select from among its members a President to serve the remainder of the term. In all other mid-term vacancies, the Board shall appoint Officers or Regional Directors to fill them. Such appointment shall be made by a majority of the remaining Board members, voting in person or by electronic means. An Officer or Regional Director so appointed shall serve until the term to which they are appointed expires. An appointment taking place after the middle of the term shall

not count as a term for purposes of succession as limited in Section V.C.3 above.

D. MEETINGS:

1. Number: The Board shall have a minimum of four meetings each year which may include the annual meeting.
2. Scheduled Meetings: Board members unable to attend a scheduled or special meeting in person may join by speakerphone, audio or video conference, or similar means, and shall be considered to be present as if there in person.
3. Unscheduled Meetings: The President or any three other Officers or Regional Directors may call special meetings of the Board for any purpose at any time and place.
  - a. Board business, including voting, may be conducted by email between scheduled meetings, provided that all communications are provided to all Board members equally. Any motion voted on by email shall require a majority of the entire Board for passage.

E. NOTICE OF MEETINGS:

1. Scheduled Meetings: The President shall, with the advice of the Board, arrange Scheduled Board meetings as far in advance as is practical and at a time and place best accessible to Board members. Board members shall be notified of the date, time, and place of each Scheduled meeting at least 30 days in advance.
2. Unscheduled Meetings: The President shall notify Board members by email not less than 24 hours prior to the Unscheduled meeting. Notice of the meeting shall describe the matter to be addressed at the meeting, and any action taken at the meeting shall be restricted to that matter. Notwithstanding Section IV (D) (3) above, two-thirds of Board members must consent by email before the meeting may take place.

F. QUORUM AND VOTING: At any meeting of the Board, Board members numbering one-half of the filled positions plus one shall constitute a quorum. When a quorum is present at any meeting, a simple majority of 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 or whose actions are deemed a significant detriment to the Society. Removal of an Officer or Director requires the approval of two-thirds of all other members of the Board.

H. 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. Make, do, or perform any acts necessary or proper to carry out the purposes of the Society; make and enter into contracts, or perform and enforce the same, and contract for, incur, create indebtedness in any lawful manner and in any amount required for the purposes of the Society.
  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.
- I. COMPENSATION: Directors shall serve without compensation, except that the Board may, if it deems advisable, provide compensation for Officers. Subject to the approval of the Board, the Regional Directors, the Officers, and members acting at the direction of the Board may be reimbursed for expenses reasonably incurred by them in the performance of their duties. The Board may delegate to the Treasurer responsibility for reimbursement of reasonable and customary expenses related to activities of the Society previously authorized by the Board.

## V. OFFICERS

- A. OFFICERS 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.
    - a. The President shall provide overall direction in strategic planning and delegation of duties.
    - b. 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 Ohio Bird Records Committee.
  2. Vice-President: The Vice-President shall, at the President's request, assist them in carrying out their duties. If the President shall be temporarily

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, shall be responsible for developing an annual budget and programs for tracking finances including memberships and grants, and shall disperse the Society's funds as the Board may direct or approve, keeping such financial records as are necessary and appropriate. The Treasurer shall render to the Board, whenever it may require, an account of financial transactions 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.
  - a. No member of the Society, including members of the Board, may commit Society funds or sign contracts on behalf of the Society except as authorized by the Board. The Board may set nominal purchase and expense reimbursement approval requirements and communicate those to Board members.
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. The Executive Secretary will coordinate and send a monthly report to the board, consolidating the reports from officers and committee chairs. The Executive Secretary shall develop and oversee production of all of the Society's promotional materials and shall be responsible for all meeting notices required by these Bylaws. The Executive Secretary shall maintain all Society records and historical materials.
5. Recording Secretary: The Recording Secretary shall record the proceedings of the Society and of the Board, shall maintain the minutes of meetings as well as the reports submitted by officers or committee chairpersons and such other records as the Society may require, and distribute such records and reports as appropriate. The Recording Secretary shall provide draft minutes of each Board meeting to all members of the Board within 30 days after the meeting.
6. Restrictions: Officers, other Board members, and committee chairs may not act on behalf of the Society unless such participation is an authorized duty.

## VI. REGIONAL DIRECTORS

- A. QUALIFICATIONS: There shall be one Regional Director of the Society for each of the six divisions of the State of Ohio as listed in these Bylaws as Exhibit A and known as Northeast, Northwest, East Central, Central, Southwest and Southeast. These Regional Directors must reside or be employed 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 value of membership in the Society within their regions by serving as liaisons between the Society and birders, bird clubs, and educational institutions in their regions. Additionally, Regional Directors as members of the Board are responsible for overseeing

Society committees assigned to them. Additional duties may be assigned by the President or the Board.

## 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 and in a manner 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. The annual meeting shall if possible be conducted physically, but may be conducted remotely, via virtual meeting technology, if necessary.
- B. QUORUM AND VOTING: The members present at the annual meeting, physically or electronically as appropriate, shall constitute a quorum. 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. Voting during a remote annual meeting shall be by a secure and private procedure.
- C. NOTICE OF MEETINGS:
  - 1. Notice: Members shall be notified of the place, date, and time of each annual 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 by inclusion of the notice by email or postal mail.
  - 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. All such inclusions require the approval of the Board. The Board, however, may accept additions to the agenda which are proposed during the annual meeting by majority vote of Board members present at the meeting.
- D. 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. BOARD NOMINATIONS:
  - 1. The members of the Board of Directors by a majority vote shall submit to the Executive Secretary for inclusion with the Annual Meeting announcement, not later than 30 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 Executive Secretary shall, as part of the meeting notice, provide the names of the Board's nominees.
  - 2. MEMBERSHIP NOMINATIONS: Members of the Society in good standing may submit nominations to the Executive Secretary not later than 30 days in advance of the annual meeting, and such nominations will be included in

the meeting announcement. Nominations may also be made from the floor during the annual meeting. The nominator may make a maximum of one nomination per vacancy, and may not nominate himself.

3. All nominations, whether in advance or from the floor, must be made in good faith and with the prior approval of the nominee. Biographies of those nominated prior to the annual meeting shall be presented to the membership at the meeting.

#### IX. OHIO BIRD RECORDS COMMITTEE

The Ohio Bird Records Committee is a standing committee of the Society, but shall operate under its own Bylaws.

#### X. COMMITTEES

- A. **STANDING COMMITTEES:** 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:** The Chair and members of Standing Committees created as in X.A above serve at the discretion of the President. Their terms expire when the appointing President's term expires but may be extended by the succeeding President.
- C. **SPECIAL COMMITTEES:** Special (or *ad hoc*) 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.

#### XI. BYLAWS

- A. **REVIEW:** These Bylaws shall be reviewed at least every five years by a Special Committee appointed for the task.
- B. **CHANGES:** The Board may change these Bylaws with the approval of two-thirds of the Board members present at any Board meeting for which a quorum is present, except that the Board may not amend Sections IV.A, IV.B, or IV.C without the concurrence of two-thirds of the Membership present at the Annual Meeting. The Membership may change these Bylaws at the Annual Meeting by a vote of two-thirds of the members present. Members proposing changes to the Bylaws shall submit the proposed changes to the Executive Secretary at least 30 days prior to the annual meeting so they can be provided to the membership.

#### XII. 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.

Revised February 14, 2009.

Revised January 13, 2013

Revised August 15, 2016

Revised December 10, 2020

EXHIBIT A: Counties represented by Regional Directors

<b>Central Region:</b>			
Marion Morrow Union	Delaware Licking Madison	Franklin Fayette Pickaway	Fairfield Perry Hocking
<b>East-Central Region:</b>			
Richland Ashland Wayne Stark	Knox Holmes Tuscarawas	Carroll Coshocton Harrison	Jefferson Muskingum Guernsey
<b>Northeast Region:</b>			
Lorain Cuyahoga Geauga	Lake Ashtabula Medina	Summit Portage Trumbull	Mahoning Columbiana
<b>Northwest Region:</b>			
Williams Fulton Lucas Ottawa Erie	Defiance Henry Wood Sandusky Paulding	Putnam Hancock Seneca Huron Van Wert	Allen Hardin Wyandot Crawford
<b>Southeast Region:</b>			
Ross Vinton Athens Morgan	Noble Belmont Pike Jackson	Meigs Washington Monroe	Scioto Lawrence Gallia
<b>Southwest Region:</b>			
Mercer Auglaize Logan Darke Shelby	Miami Champaign Clark Preble Montgomery	Greene Butler Warren Clinton Hamilton	Clermont Brown Highland Adams