

**BYLAWS**  
**OF THE**  
**ALABAMA ORNITHOLOGICAL SOCIETY**

Revised by vote of the Membership on October 12, 2013

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**BYLAWS**  
**OF THE**  
**ALABAMA ORNITHOLOGICAL SOCIETY**

**ARTICLE I**  
**Memberships, Dues, and Membership Meetings**

*Memberships:* Classes (categories) of membership shall be recommended to the Membership by the Board of Directors and must be ratified by a majority vote of the members at any regular or special meeting of the membership. The Board of Directors may establish a policy designating the eligibility, rights, and duties of members. Any valuation equivalents for determining membership levels such as for in-kind donations, donations of property or equipment, volunteerism, etc., shall be determined by the Board of Directors.

*Dues:* The amount of the dues for each class (category) of membership shall be recommended to the Membership by the Board of Directors and must be ratified by a majority vote of the members at any regular or special meeting of the Membership.

*Membership Meetings:* There shall be an Annual Meeting of the Membership at which business of the Society may be conducted. A regular meeting of the Membership may be designated as the Annual Meeting. Every other year, at an Annual Meeting, the Directors and Officers of the Society shall be elected to two-year terms of office or to terms of office as specified elsewhere in these bylaws. Other regular meetings of the Membership, at which business of the Society may be conducted, may be established by a majority vote of the Membership or may be established by the Board of Directors.

Special meetings of the Membership may be called by the President, or by a majority of its Board of Directors by vote at a meeting thereof or in writing with or without a meeting, or by members of the Society having a majority written consent of the members entitled to vote at the proposed meeting. The purpose or purposes for which the special meeting is being called must be included in the notice of the meeting.

The quorum for conducting business at any meeting of the Membership shall consist of the presence of one-tenth of the members. Proxy voting shall not be allowed at Membership meetings.

**ARTICLE II**  
**Official Publications**

Official publications of the Alabama Ornithological Society shall be as recommended to the membership by the Board of Directors and as ratified by a majority vote of the members at any annual, regular, or special meeting of the membership. Within the bounds of the publications

so designated by vote of the membership, the Board of Directors shall establish the details of those publications including, but not limited to, the names, publication frequencies, distribution, editor duties and responsibilities, and editorial committees (if appropriate).

### **ARTICLE III Board of Directors**

#### Section 3.1 Powers, Number, and Board Composition

*Powers:* As required in Alabama state law and as stated in the Articles of Incorporation, the business and affairs of the Corporation (Society) shall be managed by its Board of Directors.

*Number of Directors:* The Board of Directors shall consist of no less than ten and no more than thirty-five Directors. The Board of Directors shall set the current number of Directors within the ten minimum and thirty-five maximum, and the Board of Directors may increase or decrease the number of Directors; however, in no event may the number of Directors be less than ten nor more than thirty-five without revising these bylaws. No decrease in the number of Directors may shorten the term of an incumbent Director. Elimination of a function that carries with it service on the Board of Directors will also eliminate that corresponding position and service on the Board of Directors.

*Composition:* The Board of Directors shall be composed of the following:

Officers:

- President
- Vice President
- Secretary
- Treasurer

Ex-officio:

- Immediate Past President
- An officer of the Alabama Bird Records Committee

Other Directors:

- Regional Directors
- Editors of Publications (including Archives Curator)
- Chairs of Standing Committees

#### Section 3.2 Terms and Election of Directors

*Terms:* All Directors (including officers but excluding ex-officio members) shall be elected for two-year terms. Directors other than the four Officers may be elected for an unlimited number of consecutive two-year terms in the same position. As indicated in the “Officers” section of these bylaws, the two-year term of an Officer may be extended by no more than one additional two-year term upon approval of a majority of members present at the Annual Meeting.

*Election:* Directors shall be elected by a majority vote of the Membership at its Annual Meeting (every other year due to two-year terms of office) upon recommendation of the Nominating Committee (or, in the absence of a Nominating Committee, by the Board of Directors or its President) or by a nomination from the floor.

### Section 3.3 Officers

See Article IV for the designation, stipulations, duties, and responsibilities of the Officers.

### Section 3.4 Ex-officio Directors

#### a. Immediate Past President

The Immediate Past President shall serve ex-officio on the Board of Directors until such time that there becomes another immediate past president. At its discretion, the Board of Directors may remove the Immediate Past President from service on the Board of Directors using the same removal procedures and stipulations as for any other member of the Board of Directors. In such instances, the ex-officio nature of the position shall not override the removal of the Immediate Past President. Also in such instances, the vacancy would not be filled until there is another immediate past president due to the election of a new President.

#### b. An Officer of the Alabama Bird Records Committee

The Alabama Bird Records Committee shall choose one of its officers to serve ex-officio on the Board of Directors of the Alabama Ornithological Society.

#### c. General

In addition to the Immediate Past President and an officer of the Alabama Bird Records Committee, at the discretion of the Board of Directors, individuals may be requested to serve as ex-officio (voting) members of the Board of Directors and/or its Executive Committee. Ex-officio Directors shall cease to be Directors when they cease to occupy the official positions that caused them to become ex-officio Directors of the Board.

### Section 3.5 Other Directors

By adoption of these bylaws, the Society hereby establishes additional members of the Board of Directors as indicated below. The categories of other Directors of the Alabama Ornithological Society currently are as follows, and the specific positions within these broad categories may be established or changed by majority vote of the Membership:

Regional Directors (See also specific stipulations below.)

Editors of Publications (including Archives Curator)  
Chairs of Standing Committees

*General Duties:*

1. In general, these Directors shall perform all duties incident to the position for which they are elected and such other duties as may be prescribed by the Board of Directors or the Membership.
2. Serving on the Board of Directors unless otherwise stipulated in resolutions or actions of the Membership.

*Regional Directors:*

1. There shall be two Directors from each of the following regions: Tennessee Valley, Mountain Region, Coastal Plain, Gulf Coast, and Northwest Florida. The first four of the regions in this list shall be defined as by Imhof's *Occurrence of the Birds of Alabama by Season and Region*, and the Northwest Florida region shall be defined as that portion of Florida west of the Apalachicola River.
2. In addition to the general duties listed above, these Directors also shall have the following duties:
  - a. Acting as district coordinators of the Society.
  - b. Promoting birding and ornithology in their respective districts.
  - c. Assisting with Society meetings held in their respective districts.

*Editors of Publications and Archives Curator:*

1. In addition to the general duties listed above, the editors also shall have the duties and responsibilities as specified in a policy of the Society.
2. In addition to the general duties listed above, the archives curator also shall have the duties and responsibilities as specified in a policy of the Society.

*Chairs of Standing Committees:*

1. In addition to the general duties listed above, chairs of the standing committees also shall have any duties and responsibilities that may be specified in a policy of the Society.
2. In addition to the general duties listed above, chairs of the standing committees also shall have any duties and responsibilities that may be specified in the standing committees section of these bylaws.

Section 3.6 Resignation, Removal, Absences, and Vacancies

- a. Any Director may resign at any time by written notice to the President. Such resignation needs no confirmation vote by the Board of Directors.

- b. As indicated in the Articles of Incorporation, any Director may be removed from membership on the Board of Directors, with or without cause, by the affirmative vote of two-thirds of the Directors present and entitled to vote at any annual, regular, or special meeting of the Board of Directors at which a quorum is present.
- c. The Board of Directors may establish a policy concerning how many meetings (inclusive of annual, regular, and special meetings) a member of the Board of Directors may miss before the member is asked to resign or is removed from membership on the Board of Directors.
- d. Any vacancy on the Board of Directors (including, but not limited to, a vacancy created due to an increase in the total number of members of the Board of Directors) may be filled at any time during the year by the Board of Directors upon the recommendation of a nominating committee, by nomination by the President, or by a nomination from the floor. The vacancy shall be filled to complete the remainder of the term of the vacancy. Vacancies shall be filled by the affirmative vote of a majority of the Directors present and entitled to vote at any regular or special meeting of the Board of Directors at which a quorum is present.

#### Section 3.7 Reimbursements and Payments to Members of the Board of Directors

Board members shall not receive compensation for time rendered to the Society in their capacity as a Director. Board members may, however, be reimbursed for expenses incurred in furthering the purposes of the Society. Furthermore, reasonable compensation may be paid to a member of the Board of Directors or to an officer for services rendered to, or for, the Society.

#### Section 3.8 Regular and Special Meetings and Notice of Meetings

Regular meetings of the Board of Directors shall be as determined by the Board of Directors. The Secretary or President shall give notice of regular meetings at least ten days prior to the meeting date by method(s) determined by the Board of Directors, such methods to include, but not be limited to, postal mail, email or other electronic communication, facsimile, telephone, and/or other similar mechanisms.

Special meetings of the Board of Directors may be called by any officer or by a majority of the members of the Board of Directors. As is the case with regular meetings and the annual meeting, minutes of special meetings must be taken and must be entered into the official record of the Alabama Ornithological Society. The Secretary or President shall give notice of special meetings at least forty-eight hours prior to the meeting time/date by method(s) determined by the Board of Directors, such methods to include, but not be limited to, postal mail, email or other electronic communication, facsimile, telephone, and/or other similar mechanisms.

#### Section 3.9 Participation by Telephonic and Similar Means

Members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference call, telephone, or similar electronic equipment such that all

persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

### Section 3.10 Proxy Voting

Voting by proxy is not allowed.

### Section 3.11 Votes Taken by Email or Similar Means

For purposes of this section, the terms “email voting” and “voting by email” shall include (1) voting by email, (2) voting by similar means as voting by email, and (3) voting by any other written communication for persons who do not have access to email or similar means. Voting by email or similar means is allowed based on the following:

- a. Normally, a vote taken by email should be used sparingly and should be used primarily as follow-up after there has been discussion of a matter at a meeting of the Board of Directors.
- b. A two-step process must be used in which approval is first received for the taking of an email vote and then the actual vote on the matter is taken by email.
  1. Prior to the taking of the email vote on the specific matter, all members of the Board of Directors must first approve in writing via email or other written means that an email vote may be taken on the matter.
  2. After unanimous consent for the taking of an email vote has been received, the email vote on the matter itself may be taken.
- c. The email vote must be a unanimous affirmative vote for the matter to be approved.
- d. At its option, the Board of Directors may choose to re-affirm the email vote at an upcoming meeting of the Board of Directors. However, lack of re-affirmation shall not invalidate the original approval of the matter by email vote.

The Board of Directors may create a separate procedure outlining the specific steps to be taken when an email vote is proposed and is taken.

### Section 3.12 Quorum and Voting

A quorum shall consist of the presence in person or by means of a conference call, telephone, or other electronic equipment of one-third of the currently serving Directors. Vacant positions shall not be counted in determining the number needed for a quorum, but ex-officio positions are counted in determining the number needed for a quorum. No business, other than receiving of reports, may be conducted without a quorum. Each Director shall have one vote on every issue submitted to a vote of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise provided in these bylaws.



### Section 3.13 Executive Session

The Board of Directors may, upon affirmative vote of a majority of the Directors present at a meeting in which a quorum is present, go into executive session when personnel matters are discussed, when legal matters are discussed, or for any other purpose deemed necessary by the Board of Directors. When an executive session is declared by the presiding officer, the room must be cleared of all persons other than Directors and any other person(s) specifically invited to participate in the executive session. Minutes should not be kept during the executive session, and actions should not be voted upon until the executive session has ended and regular business has begun again.

## **ARTICLE IV Officers**

### Section 4.1 Officers

As indicated in the Articles of Incorporation and elsewhere in these bylaws, the officers of the Society shall consist of a President, Vice President, Secretary, and Treasurer.

### Section 4.2 Election, Terms, and Duties of Officers

Officers shall be elected by a majority vote of the Membership at its Annual Meeting (every other year due to two-year terms of office) upon recommendation of the Nominating Committee (or, in the absence of a recommendation by the Nominating Committee, upon the recommendation of the Board of Directors or its President) or by nomination from the floor.

#### **a. President**

*Election:* The Vice President automatically becomes the President at the point at which the office of President is vacated due to the normal election process (and term limit) or due to resignation or removal of the President. If for any reason the Vice President is not able to serve as the President, the President shall be elected by a majority vote of the members at the Annual Meeting or otherwise elected by the Board of Directors to fill a vacancy as stipulated elsewhere in these bylaws.

*Term:* The President shall serve for a period of two years. The two-year term may be extended by no more than one additional two-year term upon approval of a majority of members present at the Annual Meeting.

*Duties:*

1. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors or these bylaws.
2. Managing the affairs of the Society.

3. Presiding at Membership meetings of the Society and its Board of Directors.
4. Creating the agenda for meetings of the Society and its Board of Directors.
5. Choosing the location of meetings of the Society and of its Board of Directors.
6. Choosing the speakers for meetings of the Society.
7. Chairing the Board of Directors.
8. Appointing the members of all committees unless otherwise specified for a committee.
9. Calling special meetings.

**b. Vice President**

*Election:* The Vice President shall be elected by a majority vote of the members present at the Annual Meeting.

*Term:* The Vice President shall serve for a period of two years. The two-year term may be extended by no more than one additional two-year term upon approval of a majority of members present at the Annual Meeting.

*Duties:*

1. In general, the Vice President shall perform all duties incident to the office of Vice President and such other duties as may be prescribed by the Board of Directors or these bylaws.
2. Automatically becoming President when that office is vacated.
3. In the absence of the President, presiding at Membership meetings of the Society and of its Board of Directors.
4. Working in coordination with the President concerning matters of the Society including, but not limited to, arranging meetings of the membership.

**c. Secretary**

*Election:* The Secretary shall be elected by a majority vote of the members present at the Annual Meeting.

*Term:* The Secretary shall serve for a period of two years. The two-year term may be extended by no more than one additional two-year term upon approval of a majority of members present at the Annual Meeting.

*Duties:*

1. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be prescribed by the Board of Directors or these bylaws.

2. Recording and reporting the minutes of all meetings of the Membership and of the Board of Directors and its Executive Committee.
3. Ensuring that minutes are kept and maintained by committees of the Society.
4. Handling the correspondence of the Society when the President so requests.

**d. Treasurer**

*Election:* The Treasurer shall be elected by a majority vote of the members present at the Annual Meeting.

*Term:* The Treasurer shall serve for a period of two years. The two-year term may be extended by no more than one additional two-year term upon approval of a majority of members present at the Annual Meeting.

*Duties:*

1. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be prescribed by the Board of Directors or these bylaws.
2. Keeping the financial records and custody of the funds of the Society.
3. Disbursing funds as may be ordered by the Board of Directors based on proper documentation of the expenditures.
4. Working in conjunction with the Membership Committee chair.
5. Adhering to the signatory requirements for checks and drafts as established by the Board of Directors.
6. Preparing and presenting financial reports at the direction of the Board of Directors to include, at a minimum, an annual report of finances to be published at the discretion of the Board of Directors in the appropriate publication of the Society.
7. Maintaining the official membership list with contact information.
8. Filing Form 990-N annually with the Internal Revenue Service.

**Section 4.3 Resignations, Removal, Absences, and Vacancies**

- a. Any officer may resign at any time by written notice to the President. Such resignation needs no confirmation vote by the Board of Directors.
- b. Any officer may be removed from office, with or without cause, by the affirmative vote of two-thirds of the directors present and entitled to vote at any regular or special meeting of the Board of Directors at which a quorum is present.
- c. The Board of Directors may establish a policy concerning how many meetings of the Board of Directors (inclusive of regular and special meetings) an officer may miss before the officer is asked to resign or is removed from the officer position.

- d. Any vacancy in an officer position (including, but not limited to, a vacancy created due to an increase in the number of officers) may be filled at any time during the year by the Board of Directors upon the recommendation of a nominating committee (or, in the absence of a Nominating Committee, by the Board of Directors or its President) or by a nomination from the floor. The vacancy shall be filled to complete the remainder of the term of the vacancy. Vacancies shall be filled by a majority vote of the directors present and entitled to vote at any regular or special meeting of the Board of Directors at which a quorum is present.

## **ARTICLE V**

### **Committees**

#### Section 5.1 Executive Committee

The Executive Committee of the Board of Directors shall consist of the following officers of the Board of Directors: President, Vice President, Secretary, and Treasurer. At its discretion, the Board of Directors may invite the Immediate Past President to serve on the Executive Committee except that the Immediate Past President may serve on the Executive Committee only while he or she is a member of the Alabama Ornithological Society Board of Directors.

The Executive Committee shall have authority to conduct the business of the Alabama Ornithological Society and to take any necessary action on behalf of the Board of Directors at any time between meetings of the Board of Directors; to cause the preparation of Board-required audits, reviews, etc.; and to conduct such other business as the Board of Directors shall assign or authorize. The Executive Committee shall report its decisions and/or any actions that affect the Alabama Ornithological Society at the next meeting of the Board of Directors. Any applicable rules of order and procedures as specified in the Board of Directors sections of these bylaws shall apply to the Executive Committee.

#### Section 5.2 Standing Committees

The Board of Directors may establish one or more standing committees, and such committees, their composition, their structure, and their duties and responsibilities may be specified in a policy of the Society. As required by the Alabama Nonprofit Corporations Law, the membership of each standing committee must consist of at least two or more members of the Board of Directors. As indicated elsewhere in these bylaws, the chair of each standing committee serves on the Board of Directors.

#### Section 5.3 Ad Hoc Committees

The Board of Directors may establish one or more ad hoc committees, and the composition, structure, and duties and responsibilities of such an ad hoc committee shall be as specified in the resolution or action of the Board of Directors when the committee is established.

#### Section 5.4 Powers and Duties of Committees

Any committee shall have, and may exercise, all the powers and authority provided for in the resolution or resolutions creating such committee or provided for in a policy of the Society. Any applicable rules of order and procedures as specified in the Board of Directors sections of these bylaws shall apply to standing and ad hoc committees.

#### Section 5.5 Special Committee – Alabama Bird Records Committee

*General:* There exists within the Alabama Ornithological Society a special committee entitled “Alabama Bird Records Committee.” The work of that committee may be outlined as part of a committees policy of the Alabama Ornithological Society, but the guidelines for, makeup of, and decisions of that special committee are controlled by separate bylaws or other governing documents of the committee. Those committee bylaws and governing documents may not obligate the Alabama Ornithological Society, its Membership, its Board of Directors, nor any other components of the Alabama Ornithological Society to any actions or obligations without express approval of the Alabama Ornithological Society Membership or Board of Directors.

*Service on the Alabama Ornithological Society Board of Directors:* An officer of the Alabama Bird Records Committee shall be an ex-officio member of the Alabama Ornithological Society Board of Directors with full voting rights. The Alabama Bird Records Committee may designate which of its officers shall serve on the Alabama Ornithological Society Board of Directors.

*Committee Membership Requirement:* Unlike Standing Committees of the Alabama Ornithological Society, the Alabama Bird Records Committee is not required to have an additional, second committee member who also is a member of the Alabama Ornithological Society Board of Directors.

### **ARTICLE VI Local Groups**

“Local Groups” may be formed by five or more members of the Alabama Ornithological Society who reside in any one county or general geographic area.

These groups shall be autonomous regarding their local constitution or other governing document(s) and regarding their officers.

Any separately organized society, organization, or entity that has in its membership five or more members of the Alabama Ornithological Society may affiliate with the Alabama Ornithological Society as a “Local Group.” Approval of the local organization’s membership or Board of Directors and of the Alabama Ornithological Society’s Board of Directors is required.

Objectives of local groups should include, but are not limited to, the following:

1. Teaching birding, bird identification, etc., to novices as well as to individuals with advanced knowledge.
2. Keeping a county bird list.
3. Maintaining an interest in birds during intervals between statewide meetings or events.
4. Finding and reviewing local places where statewide meetings and field trips can be held.
5. Serving as hosts for statewide meetings and field trips held in the local area.

## **ARTICLE VII**

### **General**

#### Section 7.1 Fiscal Year

The fiscal year of the Corporation shall commence on January 1 of each year and shall conclude on December 31 of that year.

#### Section 7.2 Books and Records

The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of its Membership, Board of Directors, and committees.

#### Section 7.3 Indemnification

To the fullest extent allowed by, and provided for in, the Alabama Nonprofit Corporations Law, the Society hereby indemnifies its Directors and Officers.

#### Section 7.4 Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Alabama Ornithological Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and with any special rules of order that the Alabama Ornithological Society may adopt.

## **ARTICLE VIII**

### **Amendment of Bylaws**

These bylaws may be amended by two-thirds vote of the members present at any annual, regular, or special meeting of the Membership at which a quorum is present. Notice of the proposed revision(s) and the wording of the revision(s) must be included in the notice of the

meeting at which the revisions are to be considered. Alternatively, the wording of the revision(s) may be made available to the members through electronic means but also must be provided in writing to any member who so requests it.