

Bylaws of the Inland Bird Banding Association

Mission Statement of the Inland Bird Banding Association: To support the conservation and study of birds through scientific bird banding

ARTICLE I OFFICES

- 1.1 Principal Office.** The principal office of the Inland Bird Banding Association (hereafter referred to as the "Corporation"), shall be at such address as the Board may by resolution from time to time designate. Until changed by Board action, the Principal office shall be at University of Nebraska – State Museum, c/o Thomas Labeledz, W. 436 Nebraska Hall, Lincoln, Nebraska 68588-0514
- 1.2 Other Offices.** The Corporation may also have other offices or mailing addresses within or without the State of Nebraska as the Board may from time to time determine and designate by resolution.

ARTICLE II GEOGRAPHIC AREA

- 2.1 States and Provinces.** States and Provinces to be included in the Inland Bird banding Association area shall be Ohio, Kentucky, Tennessee, Alabama, Mississippi, Indiana, Michigan, Wisconsin, Illinois, Louisiana, Arkansas, Missouri, Iowa, Minnesota, South Dakota, North Dakota, Nebraska, Kansas, Oklahoma, Texas, and the Provinces of Manitoba and Saskatchewan inclusive, or as determined by the USGS Bird Banding Laboratory and/or Canadian Wildlife Service.

ARTICLE III MEMBERSHIP

3.1 Classes of Membership.

- (a) The Corporation shall have seven classes of active members designated as follows:
(A) Regular (B) Institutional (C) Sustaining (D) Life (E) Benefactor
(F) Honorary Life Member (nominated by or through a Board member and subject to approval of the Board and (G) Non-subscribing (does not receive a copy of the North American Bird Bander magazine but has all the rights and privileges of Regular Membership)
- (b) Dues for each class shall be determined by the Board with the approval of the majority vote of the members present and voting at an annual meeting.
- (c) Each member of each active class shall be entitled to one vote.

- 3.2 Eligibility of Members.** Any person interested in the purposes of the Corporation and paying the appropriate dues, may, upon acceptance of such application, become a member of the corporation.

- 3.3 Application for Admission.** Whoever submits to the Board of Directors a written application for membership, disclosing that he or she possesses the qualifications described in Section 3.2 above, and accompanies such application with the annual dues payment appropriate to the class of membership applied for, may be admitted to membership.

- 3.4 Beginning of Membership.** Annual dues payment shall cover the period from the first day of January through the last day of December. Any initial payment of dues made after the first day of July may, upon request, be applied to the next calendar year.

3.5 Termination of Membership. A member shall cease to be a member if he or she shall:

- (a) Resign
- (b) Fail to pay annual dues as provided in Section 3.1 within thirty (30) days after notice of delinquency.
- (c) Cease to be eligible, or
- (d) Be expelled for good cause by affirmative vote of not less than two-thirds of the Board then in Office.

3.6 Periodicals. All classes of active members shall receive all periodicals as may be published by the Corporation. Inactive members shall receive the periodical for which their membership entitles them.

ARTICLE IV MEETINGS OF THE MEMBERS

4.1 Annual Meeting. Unless unusual circumstances prevail, the active members shall meet at such date and place as the Board shall determine for the purpose of electing officers and Directors, of receiving the reports of officers and others, and for transacting such other business as may properly come before the meeting. Electronic notification to a current address (email, etc.) is acceptable.

4.2 Special Meetings. Special meetings of the active members to consider a specific subject, or subjects, as set forth in the notice thereof, may be called by the Board at its discretion. Upon written request of twenty-five (25) active members, the Board shall call such a special meeting. No business other than that specified in the notice of the meeting may be transacted at such special meeting.

4.3 Notices. All notices of Members' meeting shall be signed by the secretary, or other officer, and shall be mailed, except as herein or by statute otherwise provided, by first class mail to the last recorded address of each active member at least thirty (30) days before the time appointed for the meeting, and shall set forth the place, date, time, and purpose of the meeting.

4.4 Quorum. The presence in person of not fewer than a majority of the active members registered at the meeting shall be necessary to constitute a quorum for the transaction of business.

4.5 Order of Business. The order of business at any annual Members' meeting shall be as follows:

- (a) Call to Order
- (b) Ascertainment of a quorum by Secretary, or Membership Secretary
- (c) Secretary's Report
- (d) Treasurer's Report
- (e) Reports of officers and committees, including report of admissions and terminations of members;
- (f) Unfinished business;
- (g) New business;
- (h) Invitation for next annual meeting;
- (i) Election of officers and directors;
- (j) Adjournment

4.6 Elections. Only active members may nominate active members for the board at an annual meeting. Any active member being nominated from the floor by another active member must receive seconds from two other active members.

4.7 Roll Call Vote. If division of the house is requested by an active member concerning finances or publications, a roll call vote of the active members present is required.

ARTICLE V BOARD

5.1 Number. The property, affairs, activities, and concerns of the corporation shall be trusted in and controlled by a Board consisting of a President, First Vice-President, Second-Vice President, Secretary, Treasurer, Immediate Past-President, and six (6) directors, all of whom shall take office immediately following the annual meeting.

5.2 Representation. It is intended that the Board shall be fairly representative of the inland Bird Banding Association area as described in Section 2.1. No more than two (2) Board members from any one state or province shall serve on the Board at a given time with the exception of the presidency.

5.3 Election, Term of Office, and Qualifications of Directors. The Directors shall be active members of the organization and shall be elected in staggered three year terms, two at a time. As the representatives terms of office of each of the two Directors expires, successors shall be elected for the terms of three years. A Director may serve one succeeding three-year term as Director.

5.4 Immediate Past President. The Immediate Past President shall be a member of the Board of Inland Bird Banding Association with full voting rights.

5.5 Vacancies. In the event of a vacancy on the Board, the remaining Board members shall fill the vacancy by selecting a qualified person until the next annual meeting at which time the membership shall fill the vacancy.

5.6 Salaries and Compensations. No Board member of the Corporation shall be entitled to receive for personal service as such any salary or other compensation. Nothing contained herein shall be construed to preclude any Board member from serving the Corporation for said services upon the basis of the reasonable value thereof as determined by the affirmative vote of the majority of the then members of the Board.

ARTICLE VI MEETINGS OF THE BOARD

6.1 Regular Meetings. There shall be at least two (2) regular meetings of the Board each year. A meeting shall be held prior to the annual meeting of the membership for the purpose of transacting such business as may properly come before it and a 2nd meeting shall be held immediately after the annual meeting of the membership for the purpose of transacting such business as may properly come before it. All Board meetings may be held electronically.

6.2 Special Meetings. Special meetings of the Board may be called at any time by the President, and shall be called upon the written request of four (4) board members then in office.

(a) Electronic Board meeting.

In the event that an important issue must be considered by the Board, prior to its next regular scheduled meeting, a special "Electronic Board Meeting" may be scheduled by the President and conducted in accordance with the following guidelines. Such a meeting may include email, video, teleconference, etc. All comments and communication resulting from said meeting shall be included in the minutes of the meeting.

(1). If the situation is urgent, and the President cannot be reached in a timely manner, the 1st Vice-President can schedule the meeting.

(2). A transmission, that includes any motion to be considered, the names of the members making and seconding the motion, any background information that will enable an informed vote, and the date by which votes must be received, shall be sent to all Board members through electronic media.

(3). A reasonable amount of time, commensurate with the urgency of the situation, will be allowed between transmission of the motion and the voting deadline. Voting may take place when a majority of the Board has commented on the issue and believes they are ready to vote.

(4). A simple majority of the entire Board shall be required to pass electronically presented motions.

(5). Minutes of any "Electronic Board Meeting" shall be submitted by the Secretary for approval at the next regular scheduled Board meeting.

6.3 Notice and Consent. Notices of all Board meetings shall be sent to each Board member at least thirty(30) days before the time appointed for the meeting, and shall set forth the place, date, time and purpose of the meeting.

- (a) Any action which under law may be taken at a meeting of the Board may be taken without a meeting if such action is authorized in writing and signed by two-thirds of the Board members then in office. All Board members shall be requested by the President to put into writing, reasons for accepting or rejecting the proposal; and such reports shall, upon request, be available to all other Board members before signing or rejecting authorization of such action.

6.4 Quorum. A majority of the Board then in office shall constitute a quorum, and a quorum shall be requisite for the transaction of business, except where a greater proportion of the Board is required under the provisions of these Bylaws.

- (a) In the absence of a quorum, a meeting may be adjourned, from time to time, by the vote of a majority of the Board present thereat, but no other business may be transacted.
- (b) Notices of adjourned meetings need not be given except where the adjournment is to a date Three (3) days or more after the date for which the meeting was originally called.

6.5 Attendants. Any active member of the organization may attend a meeting of the board and participate in the discussions and debates, but without the right to vote.

ARTICLE VII OFFICERS

7.1 Roster. The officers of the Corporation shall be President, First Vice President, Second Vice President, Secretary, and Treasurer, all of whom shall be active members of the Corporation.

7.2 Election, Terms of Office, and Qualifications. Each officer (President, First Vice-President, and Second Vice-President) shall be elected for one term of two (2) years by a majority of the votes cast by the active members present and voting at a legally constituted meeting and shall hold this office until a successor shall have been duly qualified and elected, unless such officer shall die, resign, cease to be qualified or be removed.

- (a) No officer shall execute, acknowledge or verify any instrument in more than one capacity.
- (b) No officer shall occupy at the same time any two offices on the Board.

7.3 Resignation. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.4 Vacancies. Any vacancy in any office because of death, resignation, removal, or disqualification, or any other cause, may be filled for the unexpired portion of the term by the Board.

7.5 President. The President shall be the Chief Executive Officer of the Corporation and shall have general supervision over the business of the Corporation, subject, however, to the control of the Board.

- (a) The President may sign and execute in the name of the Corporation, deeds, mortgages, bonds,

contracts, except in those cases where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws, to some other office or agent of the Corporation.

(b) The President shall appoint the Editor, Membership Secretary and other such special appointees, subject to the approval of the majority of the Board.

(c) The President shall perform all duties incident to the office of the Chief Executive Office of the Corporation and such other duties as may be assigned by the Board.

(d) No person shall serve as President for more than one term of two years. They then attain the position of Past-President.

7.6 First Vice President. At the request of the President, or in the President's absence or inability to perform duties, the First Vice President shall have all the duties of the President, and when so acting shall have all the powers of, and be subject to all of the restrictions upon the President.

(a) No person shall serve as First Vice President for more than one term of two years before moving to the position of President.

7.7 Second Vice President. In the absence of both the President and First Vice President, or inability to perform their respective duties, the Second Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all of the restrictions upon the President.

(a) No person shall serve as Second Vice President for more than one term of two years before moving to the position of First Vice-President.

7.8 Secretary. The Secretary shall:

(a) Certify and keep at the principal office of the Corporation, or at such other place as the Board shall from time to time authorize, the original or a copy of the Articles of Incorporation and the Bylaws, as amended or otherwise altered to date.

(b) Keep at the principal office of the Corporation, or at such other place as the Board shall from time to time authorize, a book of minutes of all Member's and Director's meetings, with the place, date, and time of holding, whether regular or special, and if special, how authorized, and the notices thereof given, and the number of those present at the Board and special meetings.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, unless otherwise directed by the Board.

(d) Be custodian of the records and see that the books, reports, statements and all other documents and records requested by law are properly kept and filed.

(e) Exhibit at all reasonable times to any Board Member upon application, the Articles of Incorporation, the Bylaws and minutes of proceedings of the Members and Board of the Corporation.

(f) In general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the Board or by the President.

(g) A person shall serve in the position of Secretary for a period of five (5) years with the option of serve one addition term of five (5) years. The reason for this is to maintain continuity in the organization.

7.9 Treasurer. The Treasurer shall:

(a) Cause all securities acquired by the Corporation to be issued in the name of the Corporation or as the Board member shall designate.

(b) Keep and maintain or cause to be kept and maintained, adequate and correct amounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital.

(c) Exhibit at all reasonable times the books of account and records to any Board member of the Corporation

(d) Render a statement of condition of the finances of the Corporation at all special meetings of the Board, and a full financial report at the annual Member's meeting.

(e) Receive and give receipts, if requested, for any moneys due and payable to the Corporation from any

source whatever.

(f) Disburse payment for debts of the Corporation

(g) In general perform all the duties incident to the office of the Treasurer and such duties as from time to time may be assigned by the Board or by the President.

(h) A person shall serve in the position of Treasurer for a period of five (5) years with the option of serve one addition term of five (5) years. The reason for this is to maintain continuity in the organization. The Treasurer is generally appointed the Membership Secretary by the President as well.

8.0 Terms. At the completion of an individual's maximum cycle as an Officer, Secretary, Treasurer, or Director, the individual must remain off the Board for a period of one year; unless he/she is appointed to a vacated position by the Board.

ARTICLE VIII FINANCES

8.1 Assets. The cash, securities and other liquid assets of the Corporation shall be safeguarded and administered as follows:

(a) All cash, checks, drafts or other orders for the payment of money received by or on behalf of the Corporation shall be deposited promptly to the credit of the Corporation in one or more of its designated depository banks. Cash in excess of disbursement requirements reasonably to be anticipated, shall be transferred to the Corporation's Fiduciary for safekeeping and investment as hereinafter provided.

(b) All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such person or persons and in such manner as shall be provided in these Bylaws or from time to time determined by the Board.

(c) The Board may, from time to time, by written contract designate an adequately capitalized bank (herein called the "Fiduciary") which provides a trust department to manage and administer the investment portfolio, if any, of the Corporation, as a trustee in its behalf.

(i) All bonds, stocks and other investment securities and evidences of value owned or held by the Corporation (except while in transit or where otherwise authorized under special circumstances by the Board) shall be deposited for safekeeping and administration with the Fiduciary, subject to the order of the Board through such procedures as the Board may, by resolution, from time to time, prescribe.

(ii) In addition to the safekeeping responsibilities, including prudent clerical and accounting procedures in connection therewith, the Fiduciary shall serve as the investment advisor and as authorized by the Board, shall purchase, sell, exchange and retain securities and other investment property of the Corporation and shall manage same.

(iii) The Corporation shall not extend any of its funds for the purpose nor retain any investment which may subject the Corporation as a "public-supported charity," to penalty taxation, or which may jeopardize or impede the purposes of the Corporation, or which may affect its tax exempt status.

8.2 Receipts and Revenues. The Corporation may receive gifts or contributions from any firm, association, partnership, organization, trust, corporation, governmental body or other legal entity or it may conduct operations or activities or deliver services or provide facilities on a fee basis, subject to the limitations and prohibitions regarding unrelated business income of "public-supported charities."

(a) The Board may accept the gifts subject to conditions, provide that such conditions do not require the Corporation to do or perform any act which:

(i) Is ultra vires for the Corporation.

(ii) Is prohibited to an organization classified as a "public-supported charity" under the Internal Revenue Code of the United States and Regulations issued pursuant thereto.

(iii) May subject the Corporation to penalty taxation or otherwise jeopardize its tax-exempt status as a "public-supported" organization.

8.3 Financial Reports. The Board shall cause to be prepared, filed and distributed such financial reports and accountings annually, over the signed certificate of the Treasurer and two member audit committee appointed by the president or of an independent certified public accountant, certifying that such reports and accountings fairly reflect the financial condition of the Corporation and accurately disclose its receipts and disbursements, and shall cause to be prepared, executed and filed, such financial and other reports and returns as may be required under federal and state laws and regulations.

8.4 Contracts. The Board, except where in these Bylaws otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority may be general or confined to specific instances and, unless authorized, no officer, agent, or employee shall have any power of authority to bind the Corporation by any contract peculiarity for any purpose or in any amounts.

8.5 Calendar Year. The Corporation shall operate for tax and all purposes on a calendar year basis, commencing on the first day of January of each year and ending on the last day of December of such year.

8.6 Annual Dues. The dues year shall be coextensive with the calendar year of the Corporation. There shall be no proration of the annual dues for one who becomes a member after the beginning of the dues year.

- (a) Notices of annual dues shall be mailed or electronically mailed to all members previous to the Calendar year. The Treasurer shall mail, or cause to be mailed by first class mail or electronically, a notice of delinquency to all members who have not paid their dues by the last day of March of the then current year, and if such delinquency is not remedied within thirty (30) days after said notice of delinquency has been mailed to a member, the delinquent member shall be removed from the membership roll.

ARTICLE IX COMMITTEES

9.1 Nominating Committee. There shall be a nominating committee appointed by the President consisting of not less than three (3) members, none of which are current board members. Such committee shall be appointed not less than sixty (60) days prior to the annual meeting.

- (a) The nominating committee shall present at the annual Members' meeting a slate of qualified candidates for officers and directors to be elected by the active members. No person shall be nominated by this committee, or from the floor at any meeting, unless prior thereto said person has indicated consent to be a candidate and willingness to serve if elected.

9.2 Other Committees. The President, or the Board may establish additional committees and determine their roster, powers, and duties.

9.3 Endowment Funds Committee. There shall be an Endowment Funds Committee consisting of the immediate Past President, First Vice President, and Second Vice President. The Second Vice- President shall chair the committee.

- (a) The Endowment Funds Committee shall be responsible for the evaluation, advertisement, and disbursement of monies for grants from all funds established by the Inland Bird Banding Association.
- (b) The chairperson of the Endowment Funds Committee shall be responsible for the maintenance of a file on each fund containing the following information:
 - 1.) History and purpose of the funds
 - a.) Paul Stewart Research Fund
 - b.) IBBA Members Research Fund
 - c.) Student Membership Fund
 - 2.) Blank applications
 - 3.) Annual receipts

- 4.) Annual disbursements
- 5.) List of Grantee(s) by year

9.4 Other Committees. The President or the Board may establish additional committees and determine their roster, powers, and duties.

ARTICLE X GRANTS AND DISTRIBUTIONS

10.1 Corporation's Projects and Programs. The corporation may sponsor and fund any project or program within its purposes, resources and powers, as a direct undertaking or as the agent for or as a joint venture with one or more governmental bodies or "public-supported" tax-exempt organization.

10.2 Grants. The corporation may make grants to governmental bodies or to "Public-supported charities" or to qualified educational and research institutions, in conformity with its purposes and within its powers and resources.

10.3 Discretionary and Conditional Distributions. The Board shall have full and absolute discretion within the powers and purposes of the Corporation respecting the distribution of all funds, both income and corpus, as may, in its judgment, best comply with the purposes of the Corporation, and may make conditional distributions such as requiring the grantee to raise matching funds or by limiting expenditures from its grants to specific uses and purposes or by placing time limits within which the conditions attached to the grant must be fulfilled, subject, in all events however, to conformity with all statutory and regulatory provisions applicable to "public-supported charities."

ARTICLE XI AMMENDMENTS

11.1 Procedure. These Bylaws may be amended, repealed or altered in whole, or in part by affirmative vote in writing of two-thirds of the Board then in office, if such amendment, repeal, or alteration is necessary for the Corporation to qualify as a tax-except organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). These Bylaws may also be amended, repealed, or altered in whole, or in part by the affirmative vote of two-thirds of the active members present and voting at an annual meeting of the members.

11.2 Sponsorship. Amendments to these Bylaws made by the Board shall be presented in writing to all Board members at least thirty (30) days prior to the vote. Amendments to these Bylaws made by the members may be proposed and considered upon the signed request of at least any five (5) active members. Such proposed amendment shall be presented to the members in writing at least thirty (30) days before the annual meeting. Such amendments shall in no way affect the Corporation's tax except status under 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding prevision of any future United States Internal Revenue law).

ARTICLE XII PARLIAMENTARY PROCEDURE

12.1 Conduct of Meetings. Robert's Rules of Order, Revised Edition, shall be followed by the Corporation in all meetings involving parliamentary procedure when it does not conflict with the Articles of Incorporation, or Bylaws of the Corporation.

12.2 Suspension. The Rules of Order, as provided in Section 4.5 of these Bylaws, may be suspended by affirmative vote of two-thirds of the active members present and voting at any duly constituted Members' meeting.

History of Bylaws and Amendments to the Bylaws

Approved by the Membership at its Annual Meeting October 27, 1984
Amended by the Membership at its Annual Meeting September 26, 1987
Amended by the Membership at its Annual Meeting November 5, 1988
Amended by the Membership at its Annual Meeting October 22, 1994
Amended by the Membership at its Annual Meeting September 21, 2002
Amended by the Membership at its Annual Meeting August 16, 2003
Amended by the Membership at its Annual Meeting December 3, 2011
Amended by the Membership at its Annual Meeting April 6, 2013
Amended by the Membership at its Annual Meeting November 12, 2016