

BY-LAWS

OHIO BLUEBIRD SOCIETY, INC.

Revised October 11, 2003

ARTICLE I: NAME

Section 1.01. This organization shall be known as Ohio Bluebird Society, Inc.

ARTICLE II: OBJECTIVE

Section 2.01. Ohio Bluebird Society, Inc. (OBS) was formed in 1987 for the purpose of fostering the return and the perpetuation of the Eastern Bluebird (*Sialia sialis*) and other native cavity nesting birds in Ohio. To this end OBS will strive for the best methods to use, conserve and create habitat for the protection of such species.

Section 2.02. OBS is not organized, nor shall it be operated for pecuniary gain or profit, nor does it contemplate the distribution of gains, profits or dividends to the members thereof or to private individual, partnership, association, group or corporation. The property, assets, profits and net income of OBS are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of OBS shall ever inure to the benefit of any private individual, partnership, association, group or corporation.

Section 2.03. Upon dissolution, or upon abandonment, the assets of OBS remaining after payment of or provision for all debts and liabilities of OBS, shall be donated to such corporation or corporations, association or associations, fund or funds, or foundation or foundations, having similar objectives and purposes as OBS, as the board of trustees of OBS may designate, provided that none of these assets shall be donated to any organization other than one organized and operated exclusively for charitable purposes as presently set forth in Section 501 (c) (3) of the United States Internal Revenue Code.

Section 2.04. No substantial part of OBS activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall OBS participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III: MEMBERSHIP

Section 3.01. Any person interested in the objective of OBS and who shall pay dues at such times and intervals and in such classifications as specified by the board of trustees is eligible for membership. Members shall be voting members unless otherwise specified in the membership classifications established by the board of trustees.

Section 3.02. The membership shall consist of seven classes that may be amended from time to time by the board of trustees: Student (under 21), Senior (over 60), Regular, Family, Senior Family, Organizational and Life.

Section 3.03. All classes of members shall enjoy all the rights and privileges pertaining to membership in OBS, and each voting member shall be entitled to one full vote on each matter properly submitted to the members of OBS. Family, senior family, and organizational memberships are entitled to one vote.

Section 3.04. Honorary memberships may be conferred by the trustees on individuals deemed to contribute to the goals of OBS. Honorary members shall have all rights and privileges of active members. All past Presidents shall be Honorary Life members, if they so desire, subject to approval by the Board of Trustees.

Section 3.05. Membership status, including that of officers, trustees and committee chairpersons shall terminate upon nonpayment of members' dues. Upon termination of membership, such fact shall be recorded on the membership list. All rights and privileges of a member shall cease upon that member's termination of membership.

ARTICLE IV: MEETINGS OF VOTING MEMBERS

Section 4.01. The annual business meeting of the voting members, for the purpose of electing the trustees and transacting such other business as may come before the meeting, shall be held at the last scheduled Board of Trustees meeting of each year

Section 4.02. A special meeting of the voting members may be called by (i) the President, (ii) a majority of the trustees acting with or without a meeting, or (iii) an action adopted or taken by the vote or consent of not less than twenty-five percent of all of the voting members. Upon delivery in person or by registered mail to the President or Secretary of a written request for a voting members' meeting (which request shall specify the purposes of the meeting) by any persons entitled to call such a meeting, it shall be the duty of the officer to whom the request is delivered to give to the voting members notice of a meeting to be held not less than seven nor more than 60 days after delivery of such request, as such officer shall fix. If, upon such a request, such officer does not within ten days call the meeting, the persons making such request may call it by giving notice as provided in Section 4.04, or by causing it to be given by any designated representative.

Section 4.03. All voting members' meetings shall be held at such place or places, within or without the State of Ohio, as may be determined by the Board of Trustees.

Section 4.04. Except as otherwise expressly required by law, notice of each voting members' meeting, whether annual business or special, shall be given by the President or Secretary, not more than 60 days and not less than seven days before the date specified for the meeting. In the case of those individuals refusal or failure to do so, the person or persons entitled to call such meeting, shall do so by delivering a written notice of the meeting to all of the voting member either in person or by mailing it to the voting member at the voting member's address as it appears in the membership records of OBS. Except when expressly required by law, no publication of any notice of a voting members' meeting shall be required. Every notice of a voting members' meeting, besides stating the time and place of the meeting, shall state briefly the purpose of the meeting as may be specified by the person or persons requesting or calling the meeting. Notice of the adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 4.05. Quorum: Vote Requirement. Except where the Ohio Non-profit Corporation Law or other applicable law, the articles, or other provisions of these regulations designate or require a different proportion of the voting power of OBS with respect to any matter to be acted upon by voting members, a simple majority of the voting members present at any voting members' meeting shall be sufficient to constitute a quorum for the transaction of all matters of business, and action with respect to each matter properly submitted to the voting members at such meeting may be

authorized or taken. Voting may be accomplished at the meeting, in person, or electronically if designated by the President. The President or other person acting in the absence of the President may implement electronic voting. The initiator shall tabulate votes taken by electronic means and the same requirements shall apply as to votes taken at a regular Board of Trustees meeting. The question and results of said voting should be reviewed at the next regular Board of Trustees meeting so as to become a matter of public record. Electronic voting includes telephone, facsimile, email or other remote capability.

Section 4.06. Organization. At each voting members' meeting the chair of the meeting shall be the President, or in the absence thereof such person or alternate as may be designated by the Board of Trustees; or, in the absence of all of the foregoing, a chair chosen by a majority of the voting members present. The Secretary of OBS, or, in the Secretary's absence any person whom the chair of the meeting appoints for such meeting, shall act as secretary of each voting members' meeting.

Section 4.07. Order of Business. The order of business at each voting members' meeting shall be as determined by the chair of the meeting, except that the order of business at any meeting may be changed by the vote of a majority of those voting members present. Unless otherwise fixed by the chair or the voting members as provided above, the order of business at each voting members' meeting shall be as follows:

- (a) Proof of notice of meeting: (A quorum being present.)
- (b) Reading of minutes of preceding meeting, unless dispensed with by the vote of a majority of those voting members present;
- (c) Report of board of trustees, if any;
- (d) Reports of officers, if any;
- (e) Reports of committees, if any;
- (f) Election of trustees, if any;
- (g) Unfinished business, if any; and
- (h) New business, if any.

Section 4.08. Each voting member present shall be entitled to one vote.

Section 4.09. At any meeting of voting members, there shall be produced at such meeting an alphabetically arranged list, or classified lists, of the voting members of record as of the applicable record date, who are entitled to vote at such meeting, showing their respective addresses.

Section 4.10. Any action which may be taken at a meeting of the voting members, may be taken without a meeting if authorized by a writing or writings signed by each of the voting members who would be entitled to notice of a meeting called for the purpose of taking such action.

ARTICLE V: BOARD OF TRUSTEES

Section 5.01. There shall be nine trustees with three being elected each year for a three year term

Section 5.02. The board of trustees shall direct the organization towards its objective.

Section 5.03. A majority of the Board of Trustees shall constitute a quorum at any board meeting. The act of a majority of the trustees present at any meeting at which a quorum is present shall be the act of the trustees. In the absence of a quorum, a majority of those present may adjourn a meeting until a quorum is obtained. Notice of an adjourned meeting need not be given. The trustees shall act only as a board. Individual trustees shall have no power as such.

Section 5.04 The trustees shall meet generally, on the second Saturday of January, April ,and July. The

second Saturday of October shall be regularly scheduled as the Annual Business Meeting of the voting members as specified in Section 4.01. It may meet at other times at the call of the President or the Board of Trustees. The Board of Trustees shall meet at least two times each calendar year including the Annual Business Meeting of Voting members.

Section 5.05 The trustees shall determine the rules of procedure for the conduct of OBS business. Meetings may be held at a location agreed upon by the trustees when it is possible to assemble a quorum. When a quorum is not possible, all business will be postponed until the next scheduled meeting.

Section 5.06 Every trustee shall furnish the secretary of OBS with an address at which notices of meetings and all other corporate notices may be served on or mailed to him or her. Unless waived before, at, or after the meeting as hereinafter provided, notice of each board meeting shall be given by the President, the Secretary, an Assistant Secretary, or the persons calling such meeting to each trustee in any of the following ways:

- (a) By orally informing the trustee of the meeting in person, by telephone, or other electronic means, not later than 48 hours before the time of the meeting.
- (b) By personal delivery of written notice of the meeting to the trustee not later than 48 hours before the time of the meeting.
- (c) By the establishment of a regularly occurring time and place of the meeting and giving notice to the trustee as provided in (a) or (b) above of the time and place of any such regularly occurring meeting.
- (d) By an acknowledged electronic communication.

Unless otherwise required by the Ohio Non-profit Corporation Law, the articles, or these regulations (e.g. Section 6.02 with respect to certain elections of officers), the notice of any meeting need not specify the purpose or purposes thereof. Any trustee, may waive notice of any meeting of the Board of Trustees either before, at, or after the meeting, in writing. The attendance of any trustee at any meeting of the board of trustees without protesting, prior to or at the commencement of the meeting, the lack of proper notice thereof shall constitute a waiver by him or notice of such meeting.

Section 5.07. Any or all of the trustees may be removed for cause either by a majority vote of the voting members or by majority vote of the trustees. "Removal for cause" shall be defined as such because of any of the following:

- (a) A trustee's failure to be a member in good standing in OBS,
- (b) A trustee's failure to attend more than three consecutive meetings of the Board of Trustees, if that trustee's absence has not been excused by the President
- (c) A trustee's failure to actively participate in the work of the Board of Trustees.

Section 5.08 Any trustee may resign by giving written notice to the President, or Executive Director. Such resignation shall take effect upon receipt of such notice, or at any other time specified in the notice.

ARTICLE VI: OFFICERS

Section 6.01. The Officers of the Society shall be President, Vice President, Secretary, and Treasurer. There shall one be one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries, if any, as the Board of Trustees may determine and elect to office. If there is more than one Vice president, the board may, at its discretion, establish designations for the Vice Presidencies so as to distinguish among them as to either or both their functions, or their order, if any, of succession to the duties and authority of the President, and other Vice Presidents. Any person may hold two or more offices and perform the duties of both offices, except that

no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law, the articles, these regulations, or any trustees' bylaws to be executed, acknowledged, or verified by two or more trustees.

Section 6.02. The officers shall be elected by the newly elected Board of Trustees immediately upon their taking office. The terms of officers shall be: President; 2 years with a two-term limit. The terms of the Secretary and Treasurer shall each be for two years, renewable by the Board of Trustees as deemed necessary. These term limits shall not apply to any officer serving at the time these revised By-laws are adopted. The newly elected officers shall take office immediately upon election. The qualifications, if any, of all officers shall be such as the Board of Trustees may establish.

Section 6.03. Any officer may be removed either with or without cause, at any time, by the Board of Trustees. Justification for removal must be reviewed by all trustees and approved by a majority vote of the Board.

Section 6.04. Any officer may resign at any time by giving written notice to the President, or the Executive Director. Any such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.05. Vacancies among elected officers after installation shall be by appointment of the board of trustees. The appointees shall finish the term of the officers they are replacing.

ARTICLE VII: DUTIES OF OFFICERS

Section 7.01. The President shall preside at all meetings of the voting members and of the trustees. The President shall report to the Board of Trustees all matters of interest to the Society. The President or his designee shall act as the official representative of OBS in all public affairs and shall supervise the work of the other officers. The President may execute and deliver in the name of OBS all deeds and mortgages and be responsible for other legal matters, except where the execution thereof shall be expressly delegated by these regulations or by the Board of Trustees to some other officer or agent of OBS or shall be required by law or otherwise to be executed by some other officer or agent. The President may cause the seal of OBS, if any, to be fixed to any instrument. The President in coordination with the Executive Director and other officers shall submit a summary of OBS activities for the previous year and may propose objectives for the coming year at the annual meeting of the voting members. At such time as no Executive Director is appointed, the President shall also exercise the duties and authority of the Executive Director as specified in Article VIII.

Section 7.02. The Vice President shall assist the President in the carrying out of his/her duties and shall preside at all meetings in the absence of the President. The Vice President shall be responsible for coordinating all aspects of the OBS annual conference and report to the Board of Trustees on the status of the planning and logistics at each meeting.

Section 7.03 The Secretary shall:

- (a) Keep the minutes of all meetings of the voting members and of the Board of Trustees in written or electronic format and provide the Board of Trustees with a written copy of the minutes of each board meeting within 30 days after each meeting;
- (b) Cause all notices to the voting members and the trustees of OBS to be duly given in accordance with these regulations and the Ohio Non-profit Corporation Law;
- (c) Be custodian of the corporate records and of the seal of OBS, if any; All records shall be kept in the custody of the Secretary for a minimum of five years before being turned over to the

Historian.

- (d) Have available at each voting members meeting the list or lists required by Section 4.09, above;
- (e) In general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Trustees, the Executive Director, the President or any Vice President.

Section 7.04 The Treasurer shall have custody of OBS funds. He/she shall disburse the funds as may be ordered by the Board of Trustees. He/she shall report to the trustees at their regular meetings or as requested. He/she will prepare an annual report on the financial condition of OBS for distribution to the members at the annual meeting and for publication in the OBS newsletter or journal as required by Ohio Non-profit Corporation Law. He/she will maintain clear financial records in accordance with accepted accounting practices, and will make such records available for inspection at any time by any member of the Board of Trustees, the President or the Executive Director. If required, he/she shall submit all records for independent audit by any agency selected by the Board of Trustees. He/she may be required to furnish bond at the option of the Board of Trustees, and at OBS expense. He/she shall, in general perform all duties incident to the office of treasurer and such other duties as shall from time to time be assigned to the treasurer by the Board of Trustees, the President, the Executive Director, or any Vice President. The fiscal year of OBS shall extend from October 1st through September 30th of the following year.

Section 7.05 Banking accounts shall be maintained at a financial institution with offices located convenient to the Treasurer and the U. S. Post Office where the bulk mailing permit is registered. The persons authorized to sign checks shall be as follows: Treasurer, President, and Executive Director. Checks for less than \$500.00 shall require only one signature and those for more than \$500.00 shall require two signatures of any of those mentioned above. Banking operations, moving money etc. are to be done by the Treasurer, but the Executive Director will also be an authorized actor on behalf of OBS with the bank – i.e. all codes, passwords, safety deposit keys, other banking procedures and permissions shall be in the hands of the Treasurer and Executive Director.

ARTICLE VIII: EXECUTIVE DIRECTOR

Section 8.01. An Executive Director may be appointed by the Board of Trustees, and shall serve at the pleasure of the Board of Trustees.

Section 8.02. The Executive Director shall carry out the policies and programs authorized by the Board of Trustees and shall report to the Board of Trustees as required. Subject to the direction of the President and unless otherwise determined by the Board of Trustees. The Executive Director shall manage the day-to-day affairs of OBS, either personally, or through other officers or employees of OBS. He/she shall perform all duties and have all authority incident to the office of Executive Director and such other duties as may be assigned by the Board of Trustees.

Section 8.03. The Executive Director, based on coordination with the President and other officers, shall prepare and submit to the Board of Trustees, a proposed operating budget for the next fiscal year.

ARTICLE IX: NEWSLETTER EDITOR (S)

Section 9.01. The Newsletter Editor shall be appointed by the board of trustees, and will serve at the pleasure of said board.

ARTICLE X: COMMITTEES

Section 10.01. Chairpersons for the following standing committees shall be appointed by the President annually and can be changed or rearranged by the Board of Trustees:

- (a) Education
- (b) Historical
- (c) Membership
- (d) Nominating
- (e) Research
- (f) Newsletter
- (g) Program Chairperson
- (h) Recognition

Section 10.02. Special committees shall be appointed by the President, with approval from the Board of Trustees, as are needed to accomplish objectives, programs, etc.

Section 10.03. Chairpersons shall appoint their own committee members. Terms of office shall be for one year, or until successors are appointed. Committees shall be composed of not less than three members. Each chairperson will keep a written record of the activities of the committee and see that it is passed on to the next chairperson.

Section 10.04. County Coordinators shall be established for all 88 counties within the State of Ohio. Each County Coordinator will promote the goals/objectives of Ohio Bluebird Society at the local level. In order to properly execute this function, the State of Ohio shall be divided into five areas, which shall conform, to the Wildlife Districts established by the Ohio Division of Wildlife. Each area will have a designated District Coordinator and one Assistant, who together will function as a Committee Chairperson of the geographic area that they represent, and who will work with the County Coordinators within these areas to accomplish their mission. These District Coordinators will:

- (a) Be the focal point for dissemination of OBS literature,
- (b) Conduct training sessions for County Coordinators, and
- (c) Present District Reports at OBS Board meetings.

The District Coordinator role will have an additional function of Conference Advisor for the Annual OBS Conference, on a rotational basis, between the five districts.

Section 10.05. A member may serve on a committee any time after payment of the current year's dues.

ARTICLE XI: NOMINATING COMMITTEE

Section 11.01. Not less than ninety (90) days prior to the date of the annual meeting of the voting members, the President with the approval of the Board of Trustees, shall appoint a nominating committee consisting of three (3) voting members of OBS, at least one (1) of whom shall be a trustee, and the chair of which committee shall be a trustee. The nominating committee shall select candidates for election to membership on the Board of Trustees, such candidates to be elected at the ensuing annual meeting. The nominating committee shall obtain the consent either orally or in writing of all candidates to have their names submitted for election. The nominating committee shall, by a majority vote, submit to the Board of Trustees a written list of their nominees for trustees

Section 11.02. In order to be a candidate for trustee, that individual must be at least 16 years of age, and must be an active member and have been an active member of OBS for one year.

ARTICLE XII: ELECTIONS

Section 12.01. The following rules and procedures shall govern elections, and shall be read at the annual meeting by the nominating committee chairperson or his/her designee.

- (a) Votes shall be cast by secret ballot of ALL those voting, whether by mail or in person.
- (b) Not less than twenty (20) nor more than sixty (60) days prior to the annual meeting, the chair of the nominating committee shall cause to be sent to all voting members, at their last known addresses, a ballot listing the nominations of that committee for the Board of Trustees, and with space for listing write-in candidates and the deadline for returning the ballot.
- (c) Ballots by mail should be enclosed in a sealed envelope with a legible return name and address. The envelope should be addressed as follows: "Election", followed by the year, OBS PMB 111, 343 W. Milltown Rd., Wooster, OH 44691-7214.
- (d) Members present at the Annual Meeting may vote in person prior to the opening of that meeting. Those voting in person must check with the Secretary to validate their membership and assure that they have not mailed a ballot previous to the meeting.
- (e) The Secretary and the chair of the nominating committee at the annual business meeting shall tabulate the ballots. The nominating committee chair will present the results to the President who shall read the results to the members present.
- (f) All ballots shall be saved until the results are accepted.

Section 12.02 Each voting member of OBS shall be entitled to one vote in any election. Family, senior family, and organizational memberships are entitled to one vote.

ARTICLE XIII: AMENDMENTS TO BY-LAWS

Section 13.01. These regulations may be amended, repealed or superseded by new by-laws by a two-thirds majority action of the Board of Trustees at any meeting, but any such changes made to these regulations by the board of trustees may be amended, repealed or superseded by a majority action of the voting members at any annual or special meeting of the voting members. Any change made to these by-laws by the Board of Trustees must be set forth in the notice of the next meeting of the voting members stating the items so changed, together with a concise statement of the changes made.

Section 13.02. The By-Laws of OBS may be amended at any annual meeting, by a majority vote of the Board of Trustees, or a majority vote of the members at the annual meeting.

Section 13.03. Any voting member of OBS may propose amendments to these by-laws to the Board of Trustees. Proposed amendments must be referenced by Article and Section number, and must contain the complete desired rewording of the section number involved.

Section 13.04. The President shall cause the suggested change to be published and distributed to the membership prior to the annual meeting. He/she shall provide a concise summary of the requested change and may express his opinion on the desirability of the change. He/she shall advise members that they may cast a ballot, expressing their opinion regarding the change, said ballot to be mailed to the recording/corresponding secretary and treated as required by Section 12.02.

Section 13.05. The results of the ballot on the suggested amendment to the Constitution or By-laws shall be published in the next newsletter or journal of OBS following the annual meeting.

ARTICLE XIV: CONFLICTS OF INTEREST

Section 14.01. If any trustee of OBS has a conflict of or duality of interest that could possibly cause him or her to act in other than the best interest of OBS, that trustee should make disclosure of such conflict to the other trustees. Such trustee should not vote or use his or her personal influence on the matter, but he or she may be counted in determining the quorum for the meeting. The minutes of the meeting should reflect the making of the disclosure, the abstention from voting, and the quorum situation.

Section 14.02. If any officer of OBS has a conflict or duality of interest on any matter before such officer for administrative action, he or she shall report such conflict to the President or, in the case of the President, to the Secretary and shall abstain from taking any administrative action on such matter.

Section 14.03. The foregoing requirements shall not be construed as preventing any trustee or officer of OBS from expressing his or her position in the matter, nor from answering pertinent questions from the Board of Trustees or officers of OBS.

ARTICLE XV: RULES OF ORDER

Section 15.01. Roberts Rules of Order Revised shall govern the procedure of this organization in all matters not covered by the Constitution and By-laws.

ARTICLE XVI: VALIDITY AND TERMINOLOGY

Section 16.01. Should any article, section, subsection, sentence, clause or phrase of these Bylaws be declared invalid by a court of competent jurisdiction, such decision shall not affect the validity of the By-laws in its entirety, or any other part thereof other than that so declared to be invalid.

Section 16.02. Whenever the singular is referred to in these By-laws, it shall also include the plural except where such construction would be unreasonable.

Section 16.03. The Board of Trustees may adopt and alter a corporate seal, and use the same or a facsimile thereof, but failure to affix or refer to the corporate seal, if any, shall not affect the validity of any instrument.

Section 16.04. The Board of Trustees may make reasonable rules and regulations prescribing under what conditions the books, records, accounts, and documents of OBS, or any of them, shall be open to the inspection of the voting members. No voting member shall be denied any right that is conferred by the Ohio Non-profit Corporation Law or any other Ohio law to inspect any book, record, account, or document of the Corporation.

Section 16.05. As used herein, and as of any point in time, the "Ohio Non-profit Corporation Law" shall mean Sections 1702.01 through 1702.99, inclusive, of the Ohio Revised Code, or any subsequent statute of like tenor or effect, as then in effect and as the same may thereafter be amended from time to time; and references to any section or subsection of the Ohio Non-profit Corporation Law shall include any subsequent amendment (including any renumbering) to such section or subsection or other amendment to the Ohio Non profit Corporation Law dealing with the same subject matter as such section or subsection.

Approved by the Board of Trustees October 11, 2003