

BYLAWS OF OHIO BLUEBIRD SOCIETY

ARTICLE I: NAME

Section 1.0. This organization shall be known as Ohio Bluebird Society, Inc.

ARTICLE II: OBJECTIVE

Section 2.01. Mission: 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. It shall be a non-profit organization incorporated under the laws of the State of Ohio.

Section 2.02. Non-Profit Status: 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 members or to private individual partnership, association, group or organization. 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 organization.

Section 2.03. Disposition of Assets: 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 organization or organizations, 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. Non-Political Activities: 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. Memberships: The membership of this organization shall be composed of individuals, families, combinations of individuals, businesses, firms, clubs, and other organizations who have paid to the organization the prescribed membership dues, or otherwise qualified for membership under the provisions of these Bylaws.

Section 3.02. Classes: Classes of membership shall be established by the Board of Trustees.

Section 3.03. Dues: Membership dues shall be fixed and made payable in such amounts and at such times and manner, and upon such notice, as the Board of Trustees shall from time to time prescribe.

Section 3.04. Honorary Memberships: 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. Honorary memberships are considered lifetime memberships.

Section 3.05. Termination for Non-Payment: Membership status, including that of officers, trustees, and committee chairpersons shall terminate upon nonpayment of members' dues, with a grace period as determined by the Board. 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.

Section 3.06. Voting: Each membership shall be entitled to one vote. Each family, combination of individuals, business, firm, club, or organization admitted to membership shall designate one individual who shall be entitled to one vote and to exercise all the rights and privileges accorded regular members of this organization. The name of such designated representative shall be recognized as the duly-authorized representative until the secretary of this organization is notified in writing of the revocation of said appointment and given in writing the name and address of a newly designated representative.

ARTICLE IV: MEETINGS OF VOTING MEMBERS

Section 4.01. Annual Meetings: The annual business meeting of the Voting Members, for the purpose of electing the Board of Trustees and transacting such other business as may come before the meeting, shall be in Ohio at a time and place designated by the Trustees.

Section 4.02. Special Meetings: 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 25% of all of the Voting Members.

Section 4.03. Notice of Meetings: At least ten days prior to the annual meeting and at least five days prior to any special meeting, notice stating the time, place, and purpose thereof shall be communicated to the membership.

Section 4.04. Quorum and Voting: Voting may be accomplished at the meeting, in person, or electronically if designated by the Trustees. A simple majority of members present shall constitute a passed vote.

Section 4.05. Voting Rights: The right to vote shall be limited to those who are members in good standing on the records of the organization on the date that notice of the meeting was mailed. There shall be no voting by proxy.

ARTICLE V: BOARD OF TRUSTEES

Section 5.01. Management: The management of the affairs of the organization, the determination of its policies and activities, the control and disposition of its properties, subject to the provision of law and these Bylaws, shall be vested in a Board of Trustees consisting of not less than 9 members. Members shall represent at least 3 of the 5 Ohio Division of Wildlife Service areas. The number of Trustees to be elected shall be determined by the Board of Trustees at least thirty days prior to any election of Trustees.

Section 5.02. Qualification: The Trustees shall be elected from the membership by the members of the organization. Trustees must be at least 16 years of age, and must be an active member of OBS for at least one year. The Board may waive these requirements for special circumstances with a majority vote.

Section 5.03. Election: At each annual meeting the members shall elect such number of Trustees as may be necessary to comprise the Board of Trustees with the number fixed by the Trustees. As nearly as possible, one-third of the members of the Board shall be elected at each annual meeting; provided, however, that if the number of Trustees is increased, the terms of the additional members to be elected shall be fixed such that as nearly as possible the terms of one-third of the members of the Board of Trustees will expire at each annual meeting of the members.

Section 5.04. Powers: The Board of Trustees shall: (1) elect the officers of the organization; (2) appoint necessary committees and prescribe their powers and duties; and (3) make rules and Bylaws for the proper management of the affairs of the organization, but in no event inconsistent with Ohio and federal laws or these Bylaws.

Section 5.05. Meetings: Regular meetings of the Board of Trustees shall be held at such times as the Board of Trustees may determine, in its discretion. Other meetings of the Board may be called by the President of the organization, or upon the written request to the Secretary of the organization by three Trustees. All meetings of the Board of Trustees shall be held in such place in Ohio as the Board may from time to time fix. Notice of all meetings of the Board shall be given to Board members at least three days prior to the meeting. Trustees may participate in any meeting by means of communications equipment, and meetings of the Trustees may be held through any communications equipment if all persons participating can hear each other. Participation in a meeting via such communications equipment shall constitute presence at such meeting.

Section 5.06. Quorum: 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 Board of Trustees.

Section 5.07. Filling Vacancies: The President may appoint members to the Board to fill Trustee vacancies; provided, however, that such appointments must be confirmed by simple majority of the members of the Board of Trustees present at the next regular meeting.

Section 5.08. Term Limits: Trustees are subject to the following term limits:

- a) Trustees may be elected to a maximum of 2 consecutive three-year terms;
- b) After serving 2 consecutive three-year terms, Trustees may not be reelected to the Board for a period of one year; and
- c) A Trustee serving as President may be elected to an additional three-year term until he or she has completed the maximum of 2 consecutive two-year terms as President.

Section 5.09. Removal from Board: 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 include, but not be limited to:

- 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; or
- c) A Trustee's failure to actively participate in the work of the Board of Trustees.

Section 5.10. Resignation: Any Trustee may resign by giving written notice to the President. 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. Officers: The officers of this organization shall be President, Vice President, Secretary and Treasurer and any other officers as deemed appropriate by the Board. 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 Ohio or federal law, these Bylaws, or any instrument to be executed, acknowledged, or verified by two or more Trustees.

Section 6.02. Election: Officers shall be elected by the Trustees at the first Board meeting following election of new Trustees.

Section 6.03. Removal: 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. Resignation: Any officer may resign at any time by giving written notice to the President. The President may resign by notifying the Vice President. 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: 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: OFFICER DUTIES and TERM LIMITS

Section 7.01. The President shall:

- a) Be a Trustee;
- b) Preside at all meetings of the Voting Members and of the Trustees;
- c) Report to the Board of Trustees all matters of interest to the Society;
- d) Act as the official representative of OBS in all public affairs;
- e) Supervise the work of the other officers;
- f) 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 Bylaws 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 another officer or agent;
- g) Be custodian of the corporate records and of the seal of OBS, if any;
- h) Cause the seal of OBS, if any, to be fixed to any instrument;
- i) Create, as necessary, committees to be filled by Trustees and Members; and
- j) Serve for 2 years with a two-term limit. A Trustee serving as President may be elected to an additional three-year term as a Trustee until her or she has completed the maximum of 2 consecutive two-year terms as President. After serving 2 terms as President, he or she may not be reelected President for a period of one year.

Section 7.02. The Vice President shall:

- a) Be a Trustee;
- b) Assist the President in the carrying out of his or her duties;
- c) Preside at all meetings in the absence of the President;
- d) Be responsible for coordinating all aspects of the OBS annual conference, unless expressly delegated by the Board of Trustees to another Trustee or Member, and report to the Board of Trustees on the status of the planning and logistics of the annual conference at each meeting;
- e) Assume responsibilities of the President if the President cannot complete the term due to resignation or removal; and
- f) Serve for 2 years with no term limit.

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 Bylaws and the Ohio Non-profit Organization Law;
- c) In coordination with other officers, 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;
- d) Be custodian of all OBS records for a minimum of 5 years before being turned over to the Historian (if elected);
- e) Maintain OBS membership records unless expressly delegated by the Board of Trustees to another Trustee or Member, and have available at each annual meeting the list or lists required for voting rights in section 4; and
- f) Serve for 2 years with no term limit.

Section 7.04. The Treasurer shall:

- a) Maintain custody and control of OBS funds;
- b) Disburse OBS funds as may be ordered by the Board of Trustees;
- c) Report to the Trustees at their regular meetings, or as requested;
- d) 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 Organization Law (with an annual period ending September 30th of each year);
- e) Maintain clear financial records in accordance with accepted accounting practices, and make such records available for inspection at any time by any member of the Board of Trustees or the President;
- f) If requested, submit all records for independent audit by any agency selected by the Board of Trustees;
- g) If requested, obtain a bond to OBS at the option of the Board of Trustees and at OBS expense; and
- h) Serve for 2 years with no term limit.

ARTICLE VIII: COMMITTEES

Section 8.01. Creation: Committees shall be appointed by the President, with approval from the Board of Trustees, as are needed to accomplish objectives or programs of OBS and may consist of any Trustee or Member in good standing.

Section 8.02. Nominating Committee: Not less than 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 3 Voting Members of OBS, at least one of whom

shall be a Trustee, and the Chairperson of such committee shall be a Trustee. The Nominating Committee shall do the following:

- a) Select candidates for election to membership on the Board of Trustees, such candidates to be elected at the ensuing annual meeting;
- b) Obtain the consent either orally or in writing of all candidates to have their names submitted for election; and
- c) With a majority vote, submit to the Board of Trustees a written list of their nominees for trustees.

ARTICLE IX: ELECTIONS

Section 9.01. Trustee Election Procedures: The following rules and procedures shall govern elections of the Board of Trustees, and shall be read at the annual meeting by the Nominating Committee Chairperson or his/her designee:

- a) Votes shall be cast by ballot of ALL those voting, whether by mail or in person;
- b) Not less than 20-days prior to the annual meeting, the Chairperson of the Nominating Committee shall cause to be sent to all Voting Members, at their last known addresses, whether electronic or physical, 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) Members present at the Annual Meeting may vote in person prior to the opening of that meeting;
- d) Those voting in person must check with the designated election official to validate their membership and assure that they have not mailed a ballot previous to the meeting;
- e) The designated election official and the Chairperson of the Nominating Committee at the annual business meeting shall tabulate the ballots;
- f) The Nominating Committee Chairperson will present the results to the President who shall read the results to the members present; and
- g) All ballots shall be saved until the results are accepted.

ARTICLE X: AMENDMENTS TO BYLAWS

Section 10.01. Amendments by Board: The Bylaws of OBS may be amended, repealed, or superseded by new bylaws at any annual meeting by a two-thirds majority vote of the Board of Trustees, or a majority vote of the Voting Members at any annual or special meeting of OBS Members.

Section 10.02. Notice: Any proposed changes to these Bylaws by the Board of Trustees shall be published and included in a notice of the next annual meeting stating the items so changed, together with a concise statement of the changes made.

Section 10.03. Amendments by Member: Any Voting Member of OBS may propose amendments to these Bylaws to the Board of Trustees. Proposed amendments must reference the Article and Section number, and must contain the complete desired rewording of the Section number involved.

Section 10.04. Notice: Proposed changes by a Voting Member shall be published consistent with Section 10.02; however, the President may express an opinion on the desirability of the proposed change and Members may vote and express their opinion regarding the change.

Section 10.05. Publication of Results: The results of the ballot on the suggested amendment(s) to the Bylaws shall be published in the next newsletter or journal of OBS following the annual meeting.

ARTICLE XI: CONFLICTS OF INTEREST

Section 11.01. Disclosure: If any Trustee of OBS has a conflict or duality of interest that could possibly cause him or her to act other than in the best interest of OBS, that Trustee shall disclose such conflict to the other Trustees. Such Trustee shall 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 that disclosure of the conflict was made, the Trustee abstained from voting, and whether quorum was met.

Section 11.02. Abstention: If any officer of OBS has a conflict or duality of interest on any matter, before taking any affirmation action, he or she shall report such conflict in writing to the President or, in the case of the President, to the Secretary, and the officer shall abstain from taking any action on the conflicted matter.

Section 11.03. Opinion: The foregoing requirements shall not be construed as preventing any Trustee or officer of OBS from expressing his or her opinion in the conflicted matter, nor from answering pertinent questions from the Board of Trustees or officers of OBS.

ARTICLE XII: RULES OF ORDER

Section 12.01. Procedures: The Roberts Rules of Order Revised shall govern the procedures of this organization in all matters not covered by the Bylaws.

ARTICLE XIII: VALIDITY AND TERMINOLOGY

Section 13.01. Validity: 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 Bylaws in its entirety, or any other part thereof other than that so declared to be invalid.

Section 13.02. Terminology: Whenever the singular is referred to in these Bylaws, it shall also include the plural except where such construction would be unreasonable.

Section 13.03. Corporate Seal: The Board of Trustees may adopt and alter a corporate seal, and use the same or a facsimile thereof; however, the failure to affix or refer to the corporate seal, if any, shall not affect the validity of any instrument.

Section 13.04. Records Review: The Board of Trustees may make reasonable rules and bylaws 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 Organization Law or any other Ohio law to inspect any book, record, account, or document of OBS.

Section 13.05. Ohio Non-profit Organization Law Defined: As used herein, and as of any point in time, the "Ohio Non-profit Organization 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 Organization Law shall include any subsequent amendment (including any renumbering) to such section or subsection or other amendment to the Ohio Nonprofit Organization Law dealing with the same subject matter as such section or subsection.

Certification

These Bylaws were approved by the Board of Trustees on _____.

Date: _____

Signed: _____
(OBS Secretary)