

# **BYLAWS OF THE HAMPSHIRE BIRD CLUB, INC.**

Amherst, Massachusetts 01002

Adopted February 8, 1988.

Amended October 17, 1988; June 14, 1993; April 11, 1994, May 8, 2000; June 9, 2003; April 9, 2012; May 14, 2018; March 22, 2021; April 18, 2023; and January 16, 2024

Hampshire Bird Club, Inc. is a 501(c)(3) Organization.

## **Article 1 - NAME**

The name of the organization shall be Hampshire Bird Club, Inc., which subsequently will be referred to as the HBC in this document.

## **Article II - PURPOSE**

2.1 The purpose of the HBC is to help its members and the general public enjoy birding, to educate them about birds, bird watching, and bird habitats and to support the conservation of birds and bird habitats.

2.2 The HBC engages in activities to support the above purposes. These include but are not limited to monthly programs, field trips and fund raising activities.

2.3 No net income of the HBC shall materially benefit any individual.

## **Article III - MEMBERSHIP**

3.1 Membership in the HBC shall be open to any person who pays the annual dues or who is a complimentary or honorary member.

3.2 There are six membership classes:

- a) Student: a person who identifies their occupation as a “student.”
- b) Individual - single person.
- c) Family - two or more persons of the same household.
- d) Supporting - an individual or family member making a contribution at or above a minimum level determined by the Board of Directors of the HBC.
- e) Complimentary - conferred annually by the Board to individuals who through their professional activities directly contribute to HBC.
- f) Honorary - lifetime membership conferred by the Board to recognize extraordinary contributions to the HBC or its stated purpose.

## **Article IV - DUES**

4.1 Membership dues shall be set by the Board of Directors of the HBC.

4.2 Dues will be payable upon initial enrollment and annually on the enrollment anniversary date.

## **Article V - BOARD OF DIRECTORS**

5.1 The HBC shall be directed by a Board of Directors (hereafter called "the Board") composed of the following: President, Vice President/Program Director, Treasurer, Communications Secretary, Membership Secretary, and six members at large, including the immediate past president (if possible).

5.2 Board members shall be elected for two-year terms and Officers for one-year terms; Board members and Officers shall be eligible for re-election.

5.3 The responsibilities of the Board shall include, but not be limited to, the following:

- a) Overseeing operation of the HBC
- b) Arranging of meeting times and locations, and calling of business meetings
- c) Appointing of people to organize and make arrangements for field trips and publicity. This shall be done as soon as possible after the annual meeting
- d) Setting of dues and overseeing of the expenditure of the HBC's funds
- e) Naming of any committees necessary or helpful to fulfilling the HBC's purpose
- f) Appointing of temporary officers and other Board members to fill unexpired terms whenever a vacancy occurs

5.4 In order to conduct official business, at least six members of the Board must be present.

## **Article VI - DUTIES AND RESPONSIBILITIES OF THE OFFICERS**

6.1 The officers of the HBC shall be the President, the Vice President/Program Director, the Treasurer, the Communications Secretary and the Membership Secretary.

6.2 The President shall preside at meetings of the Board and all meetings of the HBC. The President shall also name, in consultation with the Board, a nominating committee at the appropriate time and shall call meetings of the Board, as necessary.

6.3 The Vice President/Program Director shall, in the absence of the President, assume the duties of the President. As Program Director, this officer shall be responsible for planning and arranging all monthly evening programs for the upcoming membership year.

6.4 The Treasurer shall handle all financial matters of the corporation, subject to the direction and supervision of the Board. This officer shall prepare any and all necessary state and federal tax forms, letters stating tax exempt status for contributions, an annual report and such interim reports as the Board may request. The Treasurer shall maintain all financial records of the Corporation.

6.5 The Communications Secretary shall be responsible for the maintenance of all proceedings of the corporation; shall keep minutes of all business meetings; shall attend to all official HBC correspondence including filing an annual report with the office of the Secretary of State of Massachusetts, and ensure that notices of all regular and special meetings are mailed to the HBC membership.

6.6 The Membership Secretary shall be responsible for processing and maintaining the current membership and mailing lists of the HBC and for assisting the Treasurer in preparation of tax exempt contribution letters.

6.7 The above officers shall assume other duties as assigned by the Board.

## **Article VII - MEETINGS**

7.1 Regular monthly program meetings of the HBC shall be held from September through June.

7.2 The annual meeting of the HBC shall be held in conjunction with the May program meeting.

7.3 Other meetings of the HBC may be called by the Board.

7.4 All regular program meetings shall be open to the public.

7.5 All meetings of the HBC Board shall be open to any member of the HBC, however, only duly elected Board members shall have voting privileges.

## **Article VIII - FIELD TRIPS**

8.1 As an important opportunity for members and the general public to observe birds and their behavior, field trips shall be held periodically throughout the year.

8.2 All participants in overnight field trips must be HBC members and shall be required to sign a waiver of liability prior to the beginning of a field trip.

## **Article IX - TRANSACTION OF BUSINESS AT PROGRAM MEETINGS**

9.1 Business may be transacted at any monthly program meeting at which a quorum is present. A quorum is defined as fifteen percent of the current membership. All current members of the HBC shall be eligible to vote.

9.2 The Communications Secretary shall ensure that notices for all business meetings are sent to the membership at least seven days prior to the meeting.

## **Article X - ELECTION OF OFFICERS**

10.1 Directors. In consultation with the Board, the President shall appoint a Nominating Committee to be announced at the February program/members meeting each year. The Nominating Committee shall be composed of three members of the HBC. At least one member of this committee shall be a member of the Board and at least one shall be a person who is not on the Board, but from the membership at large. HBC members shall be invited to suggest individuals for Board membership to the Nominating Committee by the March program/members meeting.

10.2 Nominations. At the program/members meeting in April, the Nominating Committee shall propose a list of at least five or six nominees (in alternate years) to replace those Board members whose terms are expiring. Board incumbents are eligible for re-election and all nominees must either have expertise relevant to the Board or have been HBC members for at least one calendar year. The Nominating Committee shall strive to select nominees that represent the diversity of the HBC membership with respect to gender, color, race, age, and physical ability and, further, reflect any specific directions from the Board regarding diversity.

10.3 Election. Nominations may be made from the floor at the May meeting and, if seconded, added to the list of nominees. Only HBC members may make nominations and vote in the election. The Board election shall be conducted online with voting commencing the day after the end of the annual program/members meeting in May and ending one week after that meeting. HBC members may vote via paper ballots mailed or delivered to the Membership Secretary no later than one week after the close of online voting. Following the vote, the number of candidates with the highest vote totals sufficient to fill all Board vacancies will join the Board. In the case of a tie for the final spot, one of the tied candidates will be selected by coin toss. A quorum of HBC members as defined in Section 9.1 must vote in the election for it to be valid. Newly elected Board members shall assume their duties on June 1.

10.4 Officers. Officers shall be elected annually by the Board of Directors at the first Board meeting after June 1. This meeting will be convened and presided over by the President of the preceding club year. Each officer shall hold office for one year.

10.5 Vacancies. A vacancy on the board may be filled for the unexpired portion of the term by a two thirds vote of the Directors.

10.6 In the first year in which this policy is enacted, the six Board members who have been serving the fewest number of years will be considered to be in the first year of their terms; other Board members, if nominated, may be considered for re-election.

#### **Article XI - FISCAL YEAR**

The fiscal year of the corporation shall commence June 1 and end May 31 of each year.

#### **Article XII - AMENDMENTS TO THE BYLAWS**

12.1 A vote to amend these bylaws may be taken at any regular program meeting, provided that the proposed changes were introduced at the previous regular monthly program meeting. A quorum must be present (Article IX) and a two-thirds majority of those present will be required to approve any change. The Board may, at its discretion, conduct the vote online commencing the day after the end of the meeting described in the first sentence of this section and concluding on the seventh day thereafter. HBC members may vote via paper ballots mailed or delivered to the Membership Secretary no later than one week after the close of online voting.

12.2 Proposed amendments may be introduced by any member of the HBC by presenting the proposed change, in writing, to the Board. The Board must discuss the proposal at its next meeting and present it, along with Board recommendations, to the HBC at the next monthly program meeting.

#### **Article XIII - CESSATION OF OPERATIONS**

When there have been no meetings or scheduled activities for a period of eight consecutive months, the corporation shall be considered dissolved. In that event, the Board shall be responsible for the liquidation of assets and the subsequent conveyance of those assets to a non-profit organization with similar purposes.