

BYLAWS OF THE MISSOURI BIRDING SOCIETY Adopted September 2004  
As amended September 23, 2023

ARTICLE I. MEMBERSHIP

A. Eligibility. Any individual, organization, or institution in accord with the objectives of The Missouri Birding Society as set forth in its Articles of Association shall be eligible for membership in the Society.

B. Dues. Annual dues shall be payable at the time of application for membership in the Society and shall be a condition of continuing membership.

C. Forfeiture. Membership in the Society shall be forfeited for non-payment of any required dues for the membership year. Notice of delinquency shall be sent within sixty (60) day after the start of the membership year. If required dues are not paid by ninety (90) days after the start of the membership year, the member shall be removed from the membership list.

D. Reinstatement. Any membership which has been forfeited for nonpayment of dues shall be automatically reinstated upon remittance to the Treasurer of dues payable for the current year, said reinstatement being retroactive to the first day of the membership year.

E. Membership Classes. Membership classes may be established or maintained as prescribed by the Board of Directors.

F. Meeting. There shall be at least one general meeting of the members of the Society annually, held during the fall of each year, said meeting to be called by the President at such time and place designated by the Board. To the maximum extent practicable, a spring meeting shall also be held each year. In the event the Board fails to determine the date and place of any spring or fall meeting, the Executive Committee shall determine the same. Written notice of annual spring and fall meetings shall be mailed or otherwise provided to each member at least three (3) weeks prior to such meetings.

Excepting such matters as may require immediate or urgent attention, or such matters the President or the Executive Committee deem appropriate and necessary to act upon at the spring meeting, all business matters requiring action by the membership shall be reserved to the maximum extent practicable for consideration at annual fall meetings.

A general meeting of the membership shall be called by the President upon receipt of a written request of twenty (20) members, said meeting to be held at the next occurring fall or spring meeting. Notice of such meeting, including the matter(s) for consideration, shall be in the manner set forth herein above.

## ARTICLE II. OFFICERS

A. Qualifications. Any member in good standing, and at least 18 years of age, shall be eligible to serve as an officer of the Society.

B. Nominating Committee. The President shall appoint no fewer than three members and no more than five members to serve as a Nominating Committee. This committee will identify and secure commitments from individuals who will be candidates for the offices of Vice President, Secretary, and Treasurer.

C. Nominations. Officers may be nominated by any member in good standing, either in advance of the annual fall membership meeting in written form to the Society or from the floor at the annual fall membership meeting.

D. Election and Term. The officers of this Society shall be President, Vice President, Secretary, and Treasurer, each to be elected for a term of two (2) years at the annual fall membership meeting in even numbered years, said term of office to commence at the time of election. An officer shall serve until a successor is duly qualified and elected.

E. Duties of Officers.

1. President. The President shall preside at all meetings of the Executive Committee, the Board of Directors and all general membership meetings of the Society. The President shall appoint all committee chairpersons.

2. Vice President. The Vice President shall serve as President-Elect and perform the duties of the President during the latter's absence, inability, or refusal to act. The Vice President shall be responsible for arranging programs for the annual fall meeting and serve as the coordinator for spring meeting arrangements and activities. The Vice President is responsible for placing fall and spring meeting details and registration-related items on the MBS website and for managing the registration process.

3. Secretary. The Secretary shall keep the record of the official actions of the Society, conduct its official correspondence, and perform duties customarily ascribed to that office.

4. Treasurer. The treasurer shall receive all monies from dues and other sources, maintain the accounts of the Society, and perform duties customarily ascribed to that office. Disbursement and investments shall be made by the Treasurer or designee as prescribed by the Executive Committee.

F. Executive Committee

1. Members. The Executive Committee shall be composed of the President, Vice President, Treasurer, Secretary and Editor of the Bluebird.

2. Duties. The Executive Committee shall be responsible for the management of the affairs of the Society between general meetings. In furtherance thereof, the Committee shall be authorized to perform or engage in the following business and/or matters.

a. Any action expressly authorized or reserved to the Committee under these bylaws.

b. Any action expressly authorized by previous resolution or action of the Board of Directors.

c. Business or matters of an extraordinary nature or significance, or of such urgency as to require immediate action, and for which it is not reasonably practicable to defer action until the next regular meeting of the Board.

3. Quorum. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business or other matters set forth in these bylaws.

4. Meetings. The Executive Committee shall meet at any time at the call of the President or the request of any three (3) members of the Committee. Business may be conducted in person, by mail, by e-mail, by conference call, or by telephone poll.

5. Vacancies. Any vacancy in the office of President shall be filled by the Vice President for the remainder of the term of office. Any vacancy in the office of Vice President, Treasurer or Secretary shall be filled by appointment by the President, with approval of the Executive Committee, to serve the remainder of the term of office.

### ARTICLE III. BOARD OF DIRECTORS

A. Qualifications. Any member in good standing, and at least 18 years of age, shall be eligible to serve as a Director of the Society.

B. Members. The Board of Directors shall be composed of the five (5) members of the Executive Committee, nine (9) Regional Board Members chosen to represent the geographic diversity of the state, the Webmaster, and the Chair of the Bird Records Committee.

Three (3) Regional Board Members shall be nominated by the Executive Committee, qualified and approved by the Board of Directors, and elected by the membership at each fall general meeting to serve a term of three (3) years, or until a successor shall be appointed, qualified, and elected.

The Bluebird Editor and Webmaster shall be appointed at each fall meeting by the Executive Committee, subject to qualification and approval by the Board of Directors, and shall serve for a term of one (1) year or until a successor shall be appointed, qualified and approved. The Bluebird Editor and Webmaster are voting members of the Board of Directors.

C. Duties. The Board shall be responsible for management of the business of the Society, excepting such business as is delegated to the Executive Committee under Article II herein above. The Board may, from time to time, establish and charge such committees and technical, advisory or other positions as the needs of the Society require. Board composition is not altered by such actions. Members of the Board shall also advise the

President and Executive Committee in matters of general policy, shall undertake to stimulate interest in and coordinate the activities of the Society in their respective regions, and shall bring to the attention of the President and Executive Committee any matters appropriate for consideration by the entire Board. The Board of Directors shall set the time and place of the annual meetings as provide in Article I hereof.

D. Quorum and Voting. A majority of the board positions filled shall constitute a quorum for the conduct of business at any regular or special meeting. No one individual shall be entitled to cast more than one vote on any matter before the board.

E. Meetings. The Board shall meet at each fall annual meeting. The meeting of the Board shall be convened at the call of the President, or by a majority of the Executive Committee, or by any five (5) members of the Board of Directors.

F. Vacancies. In the event of a vacancy on the Board of Directors of a Regional Director, such a vacancy shall be filled by the President with the approval of the Executive Committee, to serve until the next annual fall meeting, at which time an election shall be held in accordance with Article III, herein above. In the event of vacancy in the position of the Bluebird Editor or Conservation Editor, the vacancy shall be filled by the President, with the approval of the Executive Committee, to fulfill the remainder of the term.

#### ARTICLE IV. AUDITS

The President shall, each year, appoint or hire a qualified auditor to examine the books of the Society, and report to the fall general meeting as to the correctness of the accounts rendered, unless the Board in its discretion waive the annual audit.

#### ARTICLE V. PARLIAMENTARY PROCEDURE

In procedural matters not covered by these bylaws, Robert's Rules of Order shall govern.

#### ARTICLE VI. AMENDMENTS

These Bylaws may be amended, altered or repealed at any annual fall meeting of the membership by a two-thirds (2/3) vote of members present and voting, provided that written

notice of the meeting and the substance of the action proposed shall be mailed or otherwise provided to each member at least three (3) weeks prior to such meeting.

#### Article VII: Indemnification

The Society shall indemnify any member of the Board, including Board Committee chairpersons, while in the conduct of Society business who was or is a party to any threatened, pending, or pleaded action, suit, or proceeding, as provided by Missouri Law.

#### Article VIII: Dissolution

Upon dissolution of the Missouri Birding Society, assets of this Society remaining after payment of or provisions for all debts and liabilities of the Society shall be disposed of to such public institution; government entity; or corporation, association, fund, or foundation organized and operated exclusively for those purposes set forth in section 501(c)(3) of the internal revenue code which are consistent with the mission and or purpose of this Society, as the Board of Directors of this Society may designate.

#### Article IX. Construction

The bylaws as set forth herein shall be construed under the laws of the state of Missouri.

#### Article X. Effective Date

These bylaws shall take effect September 24, 2023.