

# MICHIANA BIRD SOCIETY, INC. BYLAWS

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# MICHIANA BIRD SOCIETY, INC. BYLAWS

## ARTICLE I – NAME

The name of this club shall be Michiana Bird Society, Inc. Hereafter referred to as “Society”.

## ARTICLE II – PURPOSE

The objectives of this Society shall be:

1. To promote the health and well being of all exotic birds, including those not native to our geographical area, whether pets or living in the wild, housed in rescue or rehabilitation facilities or used to promote education and awareness such as a zoo, aviary facility or conservation.
2. To promote the responsible breeding, preservation, and future study of these birds.
3. To promote and encourage by example, fellowship among bird lovers.

## ARTICLE III – MEMBERSHIP

### SECTION 1: MEMBERSHIP DEFINITION

Active member(s) – Individual or family membership.  
Defined as member(s) whose dues are current.

Lifetime/Honorary member(s)  
To be awarded by vote of the membership of the Society in recognition of special services to the Society. Honorary members are non-voting members.

### SECTION 2: MEMBERSHIP CLASSIFICATION

Individual membership – One person with one vote, provided membership dues are current.

Family membership – Two or more persons with two votes, residing in the same household provided membership dues are current. Two family membership representatives must be present to cast two votes.

All voting members must be 18 years of age or older.

## ARTICLE IV – OFFICERS & DIRECTORS

### SECTION 1: OFFICERS

The officers of this Society shall be a President, a Vice President, a Secretary, a Treasurer, and three directors which constitute the Board of Directors.

## ARTICLE V - DUTIES OF OFFICERS

### SECTION 1- OFFICERS AND DIRECTORS

#### PRESIDENT:

1. Preside over all board, regular or specially called Society meetings.
2. Conduct meeting.
3. Follow procedure as described in Article VII – Meetings, Section 3: Order of Business of these Bylaws for all meetings.
4. Oversee and facilitate Society's Policies and Procedures
5. Appoint all committees with ratification by the general membership.

#### VICE PRESIDENT:

1. Assist the President when called upon and in his/her absence perform his/her duties.
2. Succeed the president in case of the president's death, resignation, or removal from office.

#### SECRETARY:

1. Record and keep minutes of all board and regular society meetings.
2. Keep all society records, including copies of all financial reports, and up to date membership roster.
3. Publish monthly membership updates in the Newsletter.
4. Maintain all correspondence as directed by the Society.

#### TREASURER:

1. Keep all financial records current.
2. Deposit Society funds monthly, and more frequently as directed by Policies & Procedures.
3. File Federal Form on-line and mail State Form annually by due date. Forms designated in Policies & Procedures.
4. If our income reaches \$25,000.00 annually ignore #3 and file regular annual tax papers.
  - A. Provide accountant with all necessary papers within twenty one days of the end of the fiscal year to allow for preparation of annual tax returns.
  - B. Mail tax returns immediately after receiving from accountant.

5. Receive all membership dues, and notify the Secretary immediately upon receipt.
6. Give a report of all deposits and expenditures each month to the Board of Directors and the general membership present at a regular meeting.

**DIRECTORS:**

1. May serve on or chair committees.
2. Assist in making decisions that affect the Society's growth and well being.
3. May assume other duties as needed.

**SECTION 2: ATTENDANCE**

It is understood that all officers will make every effort to attend all board and regular society meetings. If unable to attend they will be responsible for sending necessary information they might have.

**SECTION 3: TERMINATION OF BOARD MEMBERS**

Termination of any member of the Board of Directors shall require a 2/3 vote of the general membership present and voting at a regular meeting.

- a. Any member of the Board of Directors who has been terminated by the method above is not eligible to run for any position on the Society's Board of Directors for a period of time to be determined by vote of the membership present.
- b. Any officer who resigns or has their position terminated by the method above must return any and all property belonging to MBS within two weeks. Anyone failing to do so shall be permanently expelled from the Society.
- c. If any member is expelled from the Society in accordance with Article VII Meetings. Section 4 – Conduct and they hold an office on the Board of Directors that office shall immediately be declared vacant.

**SECTION 4: VACANCY**

Whenever a vacancy in the Board of Directors occurs:

1. If the vacancy is the President, the Presidency will be fulfilled by the Vice-President.
2. If the Vice President assumes the Presidency, the Vice-President's position shall be filled by an existing Board member and a new member elected to fill the vacancy created by the existing board member being elected Vice President. Both positions will be filled by vote

of the active membership at the earliest possible time.

3. Any vacancy other than the President or Vice President shall be filled by a newly elected member by vote of the active membership at the earliest possible time.

**ARTICLE VI – ELECTIONS**

1. During October a three (3) person election tally committee shall be appointed in accordance with these bylaws Article V – Duties of Officers Section 1 – Officers and Board Members – President #5. to count the November ballots.
2. All elections shall be conducted in accordance with the Society Policies & Procedures.
3. Only one person recognized under a “family membership” may serve on the Society's Board of Directors during any single term of office.
4. Members must be 21 years of age to be eligible to serve on the Society's Board of Directors.
5. The Presidency shall be limited to two consecutive terms of office.
6. A term of office shall be defined as immediately following the December meeting to the same time in the coming year, or until their successors are elected.
7. A simple majority of the members in attendance at the November meeting shall carry in all elections.
8. In the event of a tie, the membership present and voting shall break the tie.
9. Elections are to be held in November annually during the new business portion of the general meeting.
  - a. In order to vote or run for office in any election you must be a member by April 1<sup>st</sup> of current year and have attended a minimum of three regular business meetings (business meeting defined as from call to order to adjournment) within the previous 12 months.
  - b. Any midterm vacancy through resignation, etc, shall have the same attendance requirements for voting.
10. The newly elected Board of Directors shall assume its duties immediately following the December dinner meeting.
  - a. All present and newly elected officers shall attend the December Board of Directors meeting for the transfer of all Society records and materials and exchange of information concerning all board activities.

**ARTICLE VII – MEETINGS**

**SECTION 1: GENERAL MEETINGS**

A general meeting shall be held on the second Sunday of each month except as noted:

1. In May we meet on the 3<sup>rd</sup> Sunday. (Mother's Day is the 2<sup>nd</sup> Sunday)
2. When a holiday falls upon that weekend, the Board of Directors shall determine an alternate date.
3. The President has the authority to cancel meetings due to inclement weather or other emergencies.

The December dinner meeting will be held for the purpose of thanking the outgoing Board of Directors and welcoming of the incoming Board of Directors.

A quorum for the transaction of business shall be the majority of the Board of Directors and two active members present at any given meeting.

1. Any specially called meeting must have been published to the general membership 7 days prior to the start of the designated specially called meeting with the reason for the meeting stated.

A simple majority vote in all matters except where designated differently by Bylaws will prevail at all times.

## **SECTION 2: BOARD OF DIRECTORS MEETINGS**

Board of Directors meetings shall be held monthly if necessary.

1. A majority of the voting board members shall constitute a quorum for the transaction of business.
2. The general membership may attend all Board meetings with voice, but no vote, with the exception of executive sessions.

## **SECTION 3: ORDER OF BUSINESS**

### **BOARD MEETINGS**

- a. Call to order.
- b. Reading and approval of the minutes of the previous meeting.
- c. Financial Report distributed.
- d. Unfinished business
- e. New business
- f. Adjournment

### **GENERAL MEETINGS**

- a. Call to order if quorum established.
- b. Introduction of new members and guests.
- c. Introduction of and presentation by guest speaker.
- d. Reading and approval of minutes of previous meeting

- e. Reading of Financial report.
- f. Report of Board meeting activities to the general membership
- g. Unfinished business-including all correspondence and committee reports.
- h. New business
- i. Good and Welfare
- j. Adjournment

## **SECTION 4: CONDUCT**

The Michiana Bird Society is committed to the full and peaceable participation of its entire membership.

1. The President assisted by the Vice-President shall be responsible for monitoring and maintaining decorum at Society functions.
2. All persons shall use the current edition of *Robert's Rules of Order Newly Revised* as a guide in determining appropriate conduct.
  - a. Any conduct or communication that is intimidating, hostile or violent is completely prohibited, including but not limited to: swearing, epithets, character assassinations, slurs, or threatening, intimidating or hostile acts or acts of violence that are physical, verbal, written, depicted, or symbolic in gesture.
  - b. Any person(s) not maintaining appropriate conduct shall be asked to leave by the President and/or Vice-President.
  - c. Any person(s) refusing to do so, or continuing with improper conduct may be expelled from the Society. When a review by the Board of Directors results in a recommendation for expulsion, it will be brought to the active members present. A 2/3 vote will determine if expulsion from the Society will or will not occur.
  - d. If you are expelled from the Society you cannot return as a member.
3. When attempts at a peaceful resolution fail the Society has the authority to use any and all legal means available to stop inappropriate conduct as described in 2.a. above.
4. Any person under the age of 18 must be accompanied by an adult.

## **ARTICLE VIII – DUES**

1. The Board of Directors shall propose the amount of dues for the following year at the January meeting and the general membership shall vote on the proposal.
2. Dues are to be paid annually.

- a. All dues shall expire April 1<sup>st</sup> of any given year.
- b. Prorated dues shall be collected for members joining in months other than April. Prorated dues will be calculated and published in the Society's Polices & Procedures.

3. Dues are non-refundable.

## ARTICLE IX – FINANCIAL

1. The Treasurer will remit payment for all bills, invoices, fees and dues in a timely manner.
2. The Board of Directors shall review the previous year's financial records at the January Board of Directors meeting.
  - a. The outgoing Treasurer may be asked to attend this meeting for informational purposes.
3. The Board of Directors has the right to examine all records of the Society at any time.
4. All expenditures over two hundred dollars shall be approved by the Treasurer, President, and one other Board Member unless previously provided for in Policies and Procedures, or by vote of the membership or Board of Directors.
5. Any expenditure under two hundred dollars may be paid at the discretion of the Treasurer.
6. The President and Treasurer will be named as signatory's on all Accounts.
7. The Society shall hold ownership of all domain names and their website regardless of whose name also appears on the provider's records.
  - A. The Society shall pay all expenses for the domain names and website.
  - B. The President must have all passwords, logins, and pin numbers to both the domain names and the website, and be notified immediately of any changes by the person or persons maintaining the domain names and website.

## ARTICLE X – LITIGATION EXPENSES

### LITIGATION

This Society shall indemnify any person made or threatened to be made a party to an action or proceeding other than one by or in the right of the Society to procure a judgment in its favor, whether civil or criminal, by reason of the fact that he, his testator or intestate was a board member or officer of the Society, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees

actually and necessarily incurred as a result of such action or proceeding, or appeal therein, if such board member or officer acted in good faith for a purpose which by vote of the membership, he reasonably believed to be in the best interest of this Society and in criminal actions or proceedings, in addition, had no reasonable cause to believe his conduct was unlawful.

### PRESUMPTIONS

The termination of any such civil or criminal action or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere or it's equivalent, shall not in itself create a presumption that any such board member or officer did not act, in good faith, for a purpose which he reasonably believed to be in the best interest of this Society or that he had reasonable cause to believe that his conduct was unlawful.

### COOPERATION

Under any circumstances in which such an officer or director has not been wholly successful on the merits, or otherwise in the defense of a civil or criminal action or proceeding, the Membership shall have the power to determine that indemnification shall not be paid if the members shall find as fact that such lack of success in the action or proceeding was wholly or partially due to the board member or officer having failed or refuses: (1) To notify the members immediately in writing by registered mail of the commencement against him or any such action or proceeding: or (2) to deliver immediately to the members true copies of all legal papers in such action or proceeding as well as papers and documents relating in any way to the merits thereof: (3) to cooperated reasonably with counsel for the Society in all matters relating to the defense of such action or proceeding: (4) to engage the services of competent council who may be recommended to him by this Society for the purpose of defending the legal proceeding.

### ADVANCED PAYMENTS

The expenses incurred in defending a civil or criminal action or proceeding or a threatened action or proceeding may be paid or advanced to this Society wholly or partially at any time prior to the final disposition of such action or proceeding if authorized by the membership but any such payments shall be made without prejudice to the rights of the Society.

### RETROACTIVITY

The provisions of this Article will be retroactive with respect to any action or proceeding pending or threatened against any officer or board member of this society at the time of the adoption of this Article. The masculine term shall be defined to apply either masculine or feminine.

## **ARTICLE XI – DISBANDMENT**

If for any reason the Michiana Bird Society should disband, all money remaining in the treasury after all debts are paid will be donated to an avian cause to be determined by the club membership at time of disbandment. According to Indiana Law the recipient of said funds must also be a tax-exempt charitable organization.

## **ARTICLE XII – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Society may adopt.

## **ARTICLE XIII - AMENDMENTS**

These Bylaws may be amended, repealed or altered by a 2/3 vote of the members present and voting at any regular meeting, or specially called meeting for that purpose provided that all members have been notified of the proposed amendment and or amendments in the Newsletter for two issues prior to the meeting. Amendments shall become effective immediately upon adoption unless otherwise provided therein.

**Amended January 9, 2005**

**Amended April 13, 2008,**

**Amended June 14, 2009**

**Amended April 11, 2010**