

BYLAWS OF THE NEBRASKA ORNITHOLOGISTS' UNION, INC.
(As amended June 2011)

ARTICLE I Seal

Section 1. Any seal of this corporation shall bear the words "Nebraska Ornithologists' Union, Inc."

ARTICLE II Membership

Section 1. Classes of membership shall be Student, Active, Sustaining, and Life; Sustaining memberships being priced above Active. Active and Sustaining memberships may be Regular or Family. Family membership shall be available for members residing in one household, including children less than eighteen years of age. A Family Membership shall receive only one copy of each publication or other communication except a mail ballot or electronic mail ballot, and may not exercise more than two votes.

Section 2. A Student member shall be any person who is a full-time student as determined by the student's institution whose determination is acceptable to the Board of Directors.

Section 3. A Life Member shall be any person who makes a one-time membership payment as previously determined by the Board of Directors.

Section 4. An Honorary Member shall be any person who has made an outstanding contribution to the advancement of ornithology in or closely affecting Nebraska. The candidate must be nominated in writing and endorsed by three members, AND must be seconded by EITHER (a) the Board of Directors on the affirmative vote of at least seven members in addition to any who might have been one of the nominators, OR (b) by the signatures of at least twenty members, none of whom were nominators. The candidate shall be elected by the affirmative vote of a two-thirds majority of the members attending an officially called business meeting, OR by the affirmative vote of a two-thirds majority (consisting of at least forty members) of those voting in a mail election or electronic mail election. The Corporation may not have more than ten Honorary Members at one time.

ARTICLE III Dues

Section 1. The dues for each class of membership shall be set by the Board of Directors. The dues schedule shall be reviewed periodically.

Section 2. Dues shall be due before the first day of January in each year, and shall be delinquent thereafter. Delinquent members shall be removed from the membership list, but may be furnished copies of the newsletter issued before the first issue of *The Nebraska Bird Review* (NBR) in the next year.

ARTICLE IV Officers

Section 1. All officers of this corporation shall be members not less than eighteen years of age. All officers shall serve for a term of one year, and may be re-elected.

Section 2. The officers of the corporation shall be President, Vice President, Secretary, Treasurer, Editor, and Librarian. They shall be elected by the members at the annual business meeting.

Section 3. The term of each officer except the Editor shall begin at the close of all activities held in conjunction with the annual meeting; the term of office of the Editor shall begin with work on copy for the first issue of the NBR in the year following election. It is

the responsibility of all outgoing officers to complete the unfinished business of their respective offices within 120 days of the annual meeting.

Section 4. The duties of the President shall be to preside impartially at meetings of the corporation and of the Board of Directors, to nominate members of committees for the approval of the Board, to call necessary meetings of the Board of Directors, and to perform such other duties as customarily pertain to this office. The President shall issue a newsletter at least four times per year. The President is responsible for seeing that the newsletters are put into the mail, sent by electronic mail, and posted on the website properly and promptly (see Section 11).

Section 5. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, shall serve as the Program Committee Chair, and shall perform such other duties as shall from time to time be assigned by the President.

Section 6. The Secretary, or the Secretary's designate, shall keep records of all meetings of the Corporation and of the Board of Directors. The Secretary shall conduct the general correspondence of the Corporation, and shall prepare mail and electronic mail ballots. The Secretary shall be responsible for collecting and filing any reports of the officers and committees that are submitted in writing, and summarizing in-meeting minutes reports both written and oral, and shall submit all written reports to the Library Committee for archiving as soon as practical. The Secretary shall maintain a copy of the current Articles and bylaws.

Section 7. The Treasurer shall have the custody of all funds and securities; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; shall deposit all moneys in the name and to the credit of the Corporation, in such depositories as may be selected jointly by the Treasurer and the rest of the Board of Directors; and shall safeguard other valuable effects in such places and under such provisions as may be agreed upon by the Treasurer and the rest of the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be authorized by the Board, upon presentation of proper invoices for amounts due, and shall render to the Board of Directors and to the Auditing committee a summary of all transactions as Treasurer, and of the financial position of the Corporation annually, and more frequently on request. The Treasurer's annual report to the membership shall be published in the March NBR, shall be available for review by members at the annual meeting and shall be provided to members by electronic mail upon request. The Treasurer shall receive applications for membership. The Treasurer is responsible for maintaining the master file of paid-up members, life members, honorary members, paid-up subscribers, exchange subscribers, and authorized free subscriptions (see Section 11). The Treasurer shall file income tax and other financial reports as may be required by governmental authorities. The records of the Treasurer shall be audited annually by the Auditing Committee.

Section 8. The Editor, in consultation with the Publications Committee, shall be responsible for the form, general content, and publication of the NBR and other publications as may be assigned. The Editor is responsible for seeing that copies of the NBR are mailed promptly and properly (see Section 11).

Section 9. The Librarian shall have supervision of the permanent records of the Corporation, publications held for sale, and the library and archives, and shall be responsible for their care and maintenance. The Librarian shall keep a record of publications sold and moneys received, and shall remit such receipts at least quarterly to the Treasurer. The Librarian shall serve as an ex officio member of the Library Committee, if one is appointed.

The Librarian is responsible for notifying the Editor and the President of any delays in the receipt of exchanges that have not been corrected.

Section 10. If any office shall become vacant, the vacancy shall be filled by appointment by the Board of Directors.

Section 11. Geographic relations that can arise between the location of the President, Treasurer, Editor, and the bulk mail permit point require that these officers arrange for the production of address labels or their substitute, for the preparation of the newsletter for mailing, and for the sorting and mailing of the newsletters and NBR's in view of the situation at that particular time.

Section 12. The Corporation shall maintain a list of members and their addresses. A member may request a mail copy once every three years or an electronic mail copy at any time. This list is to be circulated only to members and is to be used only to facilitate correspondence between members, primarily for Corporation business. Any member who does not want an address published shall instruct the Treasurer to that effect.

ARTICLE V Board of Directors

Section 1. The Board of Directors shall consist of the six (6) elected officers, the three (3) elected Directors-at-large, the last two (2) former Presidents who are still active members of the Nebraska Ornithologists' Union, and the chairperson of the Records Committee.

The three Directors-at-large should preferably represent different areas of Nebraska. The terms of the Directors-at-large shall be staggered such that one Director-at-large shall be elected each year for a three-year term.

Section 2. Meetings of the Board of Directors may be held at whatever time and place as may be convenient provided all members have been duly notified not less than ten days prior to the meeting date.

Section 3. Members of the Board of Directors shall not receive any remuneration for their services but, by resolution of the Board, expenses may be allowed for their attendance at meetings of the Board.

Section 4. The Board of Directors shall manage the property and business of the Corporation, and shall have the power to make expenditures in line with the Articles of Incorporation for the purpose of furthering the objectives of the Corporation.

ARTICLE VI Committees

Section 1. As soon as practical following election, the President shall nominate and submit to the Board of Directors for approval the names of proposed new members of the following committees, with the exception of the Records Committee, whose chair proposes members to the Board of Directors for approval:

Records Committee – It shall consist of at least seven active members, preferably representing various areas of Nebraska, who are qualified in field identification and have knowledge of Nebraska birds. New members shall be appointed for three-year terms by the committee subject to approval of the Board of Directors. Members may serve two consecutive terms. Former members may be reappointed after being off the committee for one year. The committee will select a chairperson. The chairperson will not be subject to term limits, shall be allowed to vote on records, and shall be a member of the Board of Directors. The chairperson may be removed from the committee by a majority vote of the Board of Directors.

The committee shall provide a repository for information on rare and unusual birds within the state of Nebraska. It shall collect, review, and permanently archive all

documentation supporting the occurrence of rare and unusual birds within Nebraska. The Records Committee shall publish an annual report of its activities in the NBR.

Publications Committee – It shall consist of the Editor and three members who are not members of the Board of Directors. At least one of the three members shall be selected from the members of the Records Committee. The committee shall set editorial policy for the NBR and for occasional papers of the Nebraska Ornithologists' Union, Inc., and shall advise the President concerning the Corporation's newsletter. Members of the committee shall review articles submitted for publication in the NBR, if called upon by the Editor. The committee shall solicit and review proposed publications for the occasional papers and shall arrange tentative financial and other agreements with the authors. Final acceptance of both the papers and the agreements shall be made by the Board of Directors. The committee shall also encourage the presentation of research studies on ornithological topics at the annual meeting of the Nebraska Academy of Science and other appropriate organizations. The publications policy shall appear at least once each year in the NBR.

Auditing Committee – It shall consist of two members, at least one of whom is not a member of the Board of Directors. As soon as practical after the end of each year, and in time to allow the Treasurer's Report to be published in the March NBR, this committee shall audit the books and records of the Treasurer for the previous calendar year. The Board of Directors may request audits at other times, and the committee may audit at other times. The committee shall submit a written report to the Board of Directors prior to the annual business meeting.

Nominating Committee – It shall consist of three members who are not members of the Board of Directors, and who have been active participants in the organization for at least five years. Only one member may have served on the previous year's committee, but may not serve more than two consecutive terms. Its purpose is to assure that at least one candidate for each office will be available at the annual meeting. Each nominee for each office must indicate a willingness to accept office if elected. The committee shall present nominee names at the annual business meeting of the Corporation.

Program Committee – It shall consist of the Vice President, who shall serve as Chair, and two members who are not members of the Board of Directors. The committee shall be responsible for planning the annual meeting, and other general meetings and field trips.

The following committee may be appointed if and when needed:

Library Committee – It shall consist of the Librarian and three members who are not members of the Board of Directors. This committee shall develop policies for the accumulation of materials, and the use and maintenance of the Library and Archive collections of the Corporation. The committee shall assist the Librarian in maintaining the collections and shall be responsible for collecting and archiving records of the Corporation, officers, Board of Directors, and committees.

Section 2. Each committee may develop a set of operating procedures relating to its functions, subject to approval by the Board of Directors.

Section 3. Except as provided otherwise, the term of office of committee members will expire at the next annual meeting, and members of committees are eligible for reappointment.

ARTICLE VII Fiscal Period

Section 1. The fiscal year of the Corporation shall commence 1 January and end 31 December.

ARTICLE VIII Meetings

Section 1. Each May the Corporation shall hold the annual meeting, to include a business meeting of the membership. Other business meetings and field trips, including a fall meeting, may be arranged. For any business meeting the members shall have notice (mailed or electronically mailed at least thirty days in advance of the meeting) of the business to be considered, so that a member who does not expect to attend the meeting may file a proxy vote. A proxy form shall be included with the notice.

Section 2. Reports of the officers and committees made at the annual business meeting must be filed with the Secretary.

Section 3. A summary of the minutes of any business meeting shall be published in the newsletter following the meeting, a summary of the minutes of the Board of Directors shall be published in the next newsletter, or the second if the time is too short, and actions taken by committees shall be summarized in the next newsletter.

ARTICLE IX Quorum, Voting, and Elections

Section 1. At any business meeting of the Corporation, one-tenth of the qualified voting members shall constitute a quorum. Proxies shall be included in determining the presence of a quorum, and the presence of a quorum is necessary on each binding vote.

Section 2. At any meeting of the Board of Directors, a majority shall constitute a quorum, but any actions taken shall require approval by a majority of the twelve authorized members of the Board. At any meeting of a committee a majority shall constitute a quorum, but any actions taken shall require approval by a majority of the committee.

Section 3. Voting members must be at least eighteen years of age.

Section 4. At all meetings of the Corporation, every question shall be determined by a majority of those voting or a quorum, whichever is larger, except for the item outlined in Article II, Section 4.

Section 5. Voting members of the Corporation, or the Board of Directors, or a committee who wish to vote by proxy, may give a proxy to a proxy holder who will be at the meeting. The proxy holder shall present the proxy to the Secretary for a meeting of the Corporation or the Board of Directors, or to the chair for a committee meeting. This presentation is to establish the proxy holder's right to vote in the proxy giver's stead. The proxy may be unrestricted, or may be restricted to voting in a specified way on specified topics. If the voter doesn't know anyone who will be at the meeting to whom the voter wants to give a proxy, or if the voter prefers, the voter may give to the Secretary, or to the chair for a committee meeting, a restricted proxy specifying how the voter wants to vote on the particular topics which may come before the meeting.

Section 6. When necessary, the business of the Corporation, of the Board of Directors, or a committee may be transacted by mail ballot or by electronic mail. When the Board votes on a matter by electronic mail, seven votes for or against the proposal will prevail. The Secretary will report at each Board meeting on all votes conducted by electronic mail since the previous Board meeting and will note how each director voted. A mail ballot or electronic mail shall be accompanied by a statement of the pros and cons, compiled in consultation with any known opposition to the proposal. The Secretary shall be responsible for mailing the ballots, whether by surface mail or electronic means, for a meeting of the Corporation, the Board of Directors, and the chair for a committee meeting. The written ballots shall be returned in a sealed envelope addressed to The Tellers of Election at the address specified in the notice of the meeting. The ballot envelopes shall be delivered unopened to The Tellers of the Election, who shall report the results to the Secretary and

the President for meetings of the Corporation or Board, or to the chair for a committee. Electronic ballots shall be received at a single e-mail address that has been designated by the Board of Directors.

Section 7. A list of candidates for offices shall be presented by the Nominating Committee at the annual business meeting of the Corporation. To the extent possible, the list of candidates for office shall be named in the newsletter before the annual meeting. Nominations may also be made from the floor, provided the additional nominees have indicated a willingness to serve if elected. In the event of more than one candidate for an office, or on request of any member, election shall be by secret ballot.

ARTICLE X *The Nebraska Bird Review*

Section 1. The official publication of the Corporation shall be *The Nebraska Bird Review*. The NBR shall be sent to all members, to both purchase and exchange subscribers, and to contributors of articles who otherwise would not receive it.

Section 2. The Editor, in consultation with the Publications Committee, shall be responsible for the form, general content, and publication of the NBR, but the budget and all other financial matters pertaining to the NBR must be approved by the Board of Directors.

Section 3. Subscription rates and prices of back issues of the NBR shall be determined by the Board of Directors.

ARTICLE XI The Occasional Papers of the Nebraska Ornithologists' Union, Inc.

Section 1. This series of publications shall be reserved for ornithological studies that are in the form of monographs.

Section 2. Authors shall finance all expenses of publication and shall be reimbursed from net receipts received from the sale of their own publications, payment to be made at the end of the fiscal year. Net receipts is defined as receipts after the deduction of all direct expenses, such as for mailing or the like, paid by the Corporation. After the author has recovered his expenses of publication the net proceeds shall be divided equally between the author and the Corporation. However, the Board of Directors may authorize the use of Corporation funds to underwrite publications that would be of special benefit to the members of the Corporation.

ARTICLE XII Library and Archives

Section 1. The Library and Archives of the Nebraska Ornithologists' Union, Inc. shall be located at a site approved by the Board of Directors and at an officially called meeting of the members.

ARTICLE XIII Endowment Fund

Section 1. Endowment Fund assets shall be kept in an account separate from all other funds of the Nebraska Ornithologists' Union. The principal of the Endowment Fund shall be kept intact. This restriction is designated by the donor or the Board of Directors or both. The interest and dividends earned shall be expended for the operation of the programs of the Nebraska Ornithologists' Union unless otherwise directed by the Board of Directors.

ARTICLE XIV Articles and Bylaws

Section 1. Amendments to the Bylaws or to the Articles of Incorporation may be proposed by the Board of Directors or by a petition to the Board by ten members of the

Corporation. A written copy of a proposed amendment, with appropriate reference to the Article and/or Section, and with appropriate wording for the proposed amendment, shall be submitted to the Secretary. A revision of the Bylaws or Articles of Incorporation also may be proposed by a Bylaws Committee nominated by the President and approved by the Board of Directors. The proposed amendment shall be placed in the mail (any class) to all members, at least 30 days before the meeting at which it will be considered. The amendment shall be adopted upon an affirmative vote of the majority of members voting (as outlined in Article IX, Section 4) at any properly called business meeting of the Corporation.

Section 2. A full text of the Articles and Bylaws shall be maintained by the Secretary and shall be available on the NOU Web site.

ARTICLE XV Parliamentary Authority

Section 1. The rules contained in the latest edition of *Robert's Rules of Order* shall govern in all cases where they are practical and are not inconsistent with these Bylaws, the Articles of Incorporation, or the laws of the State of Nebraska, and any special rules of order the Corporation may adopt.