

Articles of Incorporation

I

The name of this corporation shall be NEBRASKA ORNITHOLOGISTS' UNION, INC.

II

The principle place of business of this corporation shall be Lincoln, Lancaster County, Nebraska, and the resident agent shall be C. G. Pritchard, whose address is 6500 Knox Street, Lincoln, Nebraska.

III

This corporation is not organized for pecuniary profit. The object and purpose of this corporation shall be to promote the study of ornithology by more closely uniting the local students of this branch of natural history and to encourage the study of birds in the State of Nebraska.

IV

This corporation shall commence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Nebraska, and shall have perpetual existence.

V

Other than regular expenses for the Bird Review, Newsletter, programs and meetings, occasional papers, supplies, or the like, which are within the guide lines the Board of Directors or the general membership have previously established, no amount of indebtedness shall be incurred by this corporation in excess of the sum of \$300.00 without the consent of the members expressed by a majority of those present and voting at a regular or special meeting. No amount of indebtedness shall be incurred in any event in excess of the total amount of the assets of the corporation.

VI

This corporation shall not have or issue any shares of stock or declare any dividends, or pay any funds or income by way of distribution to its members, directors or officers. Nothing herein shall prevent the payment of reasonable compensation to members, officers, directors or other persons for services rendered or for other just claims upon this corporation. Upon a final dissolution or liquidation of this corporation, distribution of assets shall be made pursuant to the laws of the State of Nebraska and shall include:

- A. Payment of all liabilities and obligations of the corporation.
- B. The return, transfer or conveyance of any assets held by this corporations upon condition, which condition requires return, transfer or conveyance upon dissolution.
- C. The transfer or conveyance of any other assets to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of this corporation. No payment, transfer or distribution under the provisions of this section shall be deemed to be a dividend or a distribution of income.

Membership in this corporation shall consist of persons who have paid the prescribed fee established by the Board of Directors for any of the classes of membership. In addition, there may be as many as ten honorary members. Honorary and life members of the Nebraska Ornithologists' Union shall automatically become honorary and life members of Nebraska Ornithologists' Union, Inc.

VII

The business of this corporation shall be conducted under these Articles of Incorporation, the laws of the State of Nebraska and such bylaws as may be adopted from time to time by a majority vote at an officially called meeting. Such bylaws shall in no case be inconsistent with the said Articles of

VIII

The business and affairs of this corporation shall be controlled by the Board of Directors, which shall consist of the officers, three Directors-at-large, and the last two former presidents who are still active members of the Nebraska Ornithologists' Union, Inc. and who are not otherwise members of the Board of Directors,

IX

The regular annual meeting of this corporation shall be held during the month of May at such place as may be designated by the Board of Directors. Special meetings may be called by the Board of Directors upon its own initiative or on receipt of a petition of at least one tenth of the members. Notice of any special meeting may be given by postcard addressed to each member at his last known address. Meetings shall be held in Nebraska, or in an adjacent state with which a joint meeting is being held.

X

This corporation shall have all the power and authority granted to such corporations by the general non-profit corporation law of the State of Nebraska, and such powers as may be hereafter granted by such law or by the general corporation statutes of this State, except as the same may be limited by the terms of these Articles of Incorporation or by the bylaws.