

BYLAWS OF THE
**EAST CASCADES
BIRD CONSERVANCY**

Article I: NAME AND PURPOSE

SECTION 1. Name:

The name of this organization shall be the East Cascades Bird Conservancy.

SECTION 2. Purpose:

The East Cascades Bird Conservancy is organized for the charitable, educational and scientific purpose of bird conservation by engaging the public in volunteer field studies and by supporting projects that further the knowledge and appreciation of birds and their habitats.

Article II: OPERATIONS AND PROCESS

SECTION 1. Process:

Members of the East Cascades Bird Conservancy, its board and committees, may hold meetings, participate in discussions, coordinate field studies, or sponsor public forums to address topics and issues commonly referred to as bird conservation, habitat conservation, natural history education, and similar activities.

SECTION 2. Public Policy Positions:

The East Cascades Bird Conservancy shall not take public positions, on behalf of the organization, to support or oppose such topics and issues listed above, except when approved by two-thirds vote of the board at any regular or special board meeting.

SECTION 3. Non-partisan:

The East Cascades Bird Conservancy shall be non-partisan and non-sectarian, and shall take no part in, nor lend its influence or facilities, either directly or indirectly, to the nomination or election of any candidate for office in the city, county, state or nation, nor shall any meeting of a partisan political nature whatsoever be sponsored by this organization.

Article III: MEMBERSHIP

Article IIIA: GENERAL MEMBERSHIP

SECTION 1. Eligibility:

Any individual, firm, association, corporation, organization, or estate may join the membership of the East Cascades Bird Conservancy.

SECTION 2. Non-discrimination:

The East Cascades Bird Conservancy shall not discriminate on the basis of race, religion, gender, political affiliation, sexual orientation, or any other factor in consideration for membership eligibility.

SECTION 3. Application:

Applications for membership in the East Cascades Bird Conservancy may be requested at any time from any Conservancy member or acquired at any distribution outlet approved by the board of directors.

Upon processing of the application, new members shall be invited to review a copy of these bylaws. Submission of a membership application constitutes automatic agreement by the member to adhere to these bylaws and all other rules, regulations and policies of the East Cascades Bird Conservancy.

SECTION 4. Multiple memberships:

No individual or organization shall be allowed to maintain multiple memberships in the East Cascades Bird Conservancy. Membership contributions in excess of the standard dues set by the board of directors shall not entitle the member to any additional benefits beyond those approved by the board of directors.

SECTION 5. Representation:

Any business or organization conferred membership in the Conservancy must designate a single individual as its representative for the purposes of voting. Such organization may change its representative upon written notice to the Conservancy board of directors. All representative designations are subject to the approval of the Conservancy board of directors. Under no circumstances may one individual represent more than one membership.

SECTION 6. Classification:

The East Cascades Bird Conservancy may classify memberships into the following types with their respective terms and benefits to be defined by the board of directors:

Section 5.1. General: General memberships may be classified under one of three sub-types: Individual, Family, or Student.

Section 5.2. Business: Business establishments of all types not described below including but not limited to firms, corporations, partnerships, or sole proprietorships.

Section 5.3. Non-profit: Private non-profit organizations incorporated under the Oregon Non-profit Corporation Act (ORS Chapter 65) or any other federally recognized designation of private non-profit organizations.

Section 5.4. Honorary: Individuals who have established extraordinary distinction in conservation or who have made an extraordinary contribution to the East Cascades Bird Conservancy or the greater birding community may be conferred eligibility as Honorary Members.

All proposals to confer honorary membership must be made in writing to the Conservancy board of directors by a Conservancy member in good standing, whereby said membership must be ratified by a two-thirds vote of the board.

Section 5.5. Reciprocal: Individuals or organizations who provide a direct service to the East Cascades Bird Conservancy of a value equal to or greater than the cost of the respective membership. The service provided must either have been previously budgeted or be determined to benefit Conservancy operations.

Partner organizations shall be conferred reciprocal membership upon approval by two thirds of the board of directors.

SECTION 6. Suspension/expulsion:

Any member who exhibits conduct unbecoming a member of the East Cascades Bird Conservancy may be suspended or expelled from the Conservancy at any time. Such suspension or expulsion shall require review and recommendation by the executive committee and subsequent two-thirds vote of the board of directors at any regular or special board meeting.

Suspension or expulsion shall not relieve the member from any legal liability that may exist to the Conservancy. Nor shall the member be relieved of any debts owed to or credits due from the Conservancy.

SECTION 7. Appeal:

A member who is suspended or expelled may appeal the order of the board to the Conservancy membership. Such appeal must occur at a special membership meeting called as provided in these bylaws. A two-thirds vote of the members present at such meeting shall be required to overrule the determination of the board. Voting by proxy for any such appeal shall not be allowed.

Article IIIB: MEMBERSHIP DUES

SECTION 1. Annual Dues:

The board shall fix the amount of annual dues for each membership classification. Such determination shall be made by resolution of the board and adopted by two-thirds vote of the members of the board present at any regular or special board meeting.

SECTION 2. Payment of Dues:

Membership benefits shall take effect only upon receipt of payment for annual dues. Renewals shall be payable one year from the anniversary date of the original membership.

SECTION 3. Delinquencies:

Members who are delinquent in the payment of dues for more than sixty (60) days after their membership anniversary may have their membership status reviewed by the board and appropriate action taken.

Article IIIC. MEMBERSHIP MEETINGS

SECTION 1. Regular meetings:

Regular meetings of the membership of the East Cascades Bird Conservancy shall be considered desirable and shall be held at the hour and day designated by the board. Board meetings will normally be considered as general membership meetings.

SECTION 2. Annual membership business meeting:

The annual membership business meeting of the East Cascades Bird Conservancy shall be held during the month of November each year at such time as may be fixed by the board of directors.

The principle purposes of the annual meeting shall be to hear a report from the retiring Chairperson, and such other comments as the Chairperson deems appropriate, to conduct elections for any board vacancies, and to transact such other business as may be brought before the meeting.

A written notice containing the names of nominees for election and stating the purposes of the meeting shall be delivered to each member not less than thirty nor more than sixty days before the date of the meeting.

SECTION 3. Special membership meetings:

Special meetings may be held when requested in writing by two thirds of the board, or by one third of the membership. Written notice shall be delivered to each member at his or her last known address not less than seven nor more than sixty days in advance of the meeting.

SECTION 4. Meeting quorum:

Ten percent (10%) of the membership shall constitute a quorum for any regular, annual or special meeting.

Article IV. BOARD OF DIRECTORS

SECTION 1. Board membership and tenure:

The government and administration of the East Cascades Bird Conservancy, the direction of its work and the control of its property shall be vested in a board consisting of no less than five (5) and no more than nine (9) members.

Each year, a minimum of three (3) directors shall be elected to the board to serve a term of three years. It is the intention of these bylaws to limit board terms to a maximum of six years (two full terms). However, in the event that board vacancies occur, a member in good standing can be elected to the board in order to fill that vacancy and complete the vacant term. That board member will still be allowed to serve a full two terms beyond the filled vacancy.

Other than the duly elected directors, the following may also serve as board members with full voting privileges: immediate Past-President of the Conservancy, if his or her board term shall have expired; and the Treasurer, if not an elected member of the board.

SECTION 2. Qualifications of Directors:

Any member, in good standing, (or the designated representative of a business or non-profit organization) of the Conservancy shall be eligible for the board of directors.

SECTION 3. Nominations for Directors:

The Chairperson shall appoint a nominating committee of three members (including at least one non-board member) at least sixty (60) days prior to the annual membership business meeting. Such committee shall establish a slate of candidates to fill scheduled board vacancies. This slate shall be submitted to the general membership for the purpose of election to the board.

Nomination shall be made after a careful and thorough study of the qualified members. Every effort shall be made to nominate individuals whose presence on the board would enhance the professional and personal diversity of the board of directors. There shall be provided on the ballot adequate space for the voter to write in the name of any qualified person.

SECTION 4. Election of Directors:

Directors shall be elected to serve for a term of three years or the time remaining in a term filling an unscheduled vacancy. The candidates receiving the highest number of votes shall be declared elected. Votes shall be tallied by the Secretary of the board and at least one additional member in good standing who is neither a board member nor on the slate of proposed candidates. In the case of a tie, the selection shall be made by lot. Directors shall take office January 1st following their election.

SECTION 5. Voting:

Members (or the representatives of businesses or non-profit organizations) shall vote for directors in person or by proxy at the annual membership business meeting. Voting shall be by individuals only and no member shall cast more than one vote.

SECTION 6. Board Meetings:

The board shall meet not less than four times a year except by action of two thirds of those present at a regular board meeting. The board shall fix the date and time of meetings.

Section 6.1. Member attendance: Board meetings shall be considered open to the membership and other interested parties. In order to have a topic considered for discussion, the topic must be pre-approved and agendaized by the Executive Committee.

SECTION 7. Special Board Meetings:

A special meeting of the board of directors may be called at any time upon approval by two thirds of the board. Written notice stating the purpose of the meeting shall be issued by the chairman to every director at least seven days prior to the meeting date.

SECTION 8. Removal of Directors:

Absence from two consecutive board meetings without a valid excuse accepted by the board shall be construed as a resignation.

Section 8.1. Leave of absence: Any Board Member may request a leave of absence from the board in the case of personal hardship or any other inability to maintain their duties. A leave of absence shall be no longer than six months and is subject to the approval of the Executive Committee. If a leave of absence is granted, the respective board member shall be considered “inactive,” redefining the board quorum during the period of the absence.

Section 8.2. Absence qualification: The Chairperson shall be responsible to follow-up with any respective board member in the case of two unexcused absences. The Executive Committee shall be responsible for evaluating the status of any and all board member absences.

Section 8.3. Vacancy: Any vacancies on the board not created through a leave of absence may be filled by a two thirds vote of the board within three months of the vacancy occurrence, such appointee to complete the term of the board member being replaced.

Section 8.4. Resignation: Any board member may resign their position from the board of directors for any reason with written notice to the Chairperson of the board.

Section 8.5. Suspension or Expulsion: Any board member may be suspended or expelled from the board of directors for any reason as approved by a two-thirds vote of the board of directors at any regular or special board meeting.

Section 8.6. Appeal: A board member who is suspended or expelled may appeal the order of the board to the Conservancy membership. Such appeal must occur at a special membership meeting called as provided in these bylaws. A two-thirds vote of the members present at such meeting shall be required to overrule the determination of the board. Voting by proxy for any suspension or expulsion shall not be allowed.

Such suspension or expulsion shall not relieve the board member from any legal liability which may exist to the Conservancy. Nor shall the member be relieved of any debts owed to or credits due from the Conservancy.

SECTION 9. Quorum:

A quorum of the board shall consist of a majority of the current and active board members. A quorum shall be required for the passage of any motions or approval of business transactions not previously approved by board policy, budget or resolution.

SECTION 10. Rules:

The board shall have power and authority to make, alter, amend and enforce the rules regulating the use of Conservancy property and to impose suitable penalties for the violation of such rules. It may remit such penalties at its discretion. It shall have the power and authority to make, alter, amend and enforce rules for its own government, and shall have power to decide all questions not governed or determined by the Articles of Incorporation and Bylaws.

SECTION 11. Compensation:

No board member shall receive any personal compensation on behalf of the Conservancy for services rendered, unless authorized and fixed by a two-thirds vote of the board of directors at any regular or special board meeting.

Article V: OFFICERS

Section 1. OFFICER TERMS:

The board will elect officers to one year terms.

Section 2. Nominating Committee for Officers:

The nominating committee appointed to establish the slate of board members for election shall also select nominees for the offices of President, Vice President, Secretary, and Treasurer to the board. The chair of the nominating committee shall present the slate of officer nominees to the board of directors at the first board meeting following the annual membership business meeting.

All officers must be members of the board, except the Secretary and Treasurer, who must be Conservancy members in good standing. Officers shall be elected by majority vote of the board and shall take office immediately following their election.

SECTION 3. President:

The President shall serve as chairperson at all meetings of the Conservancy, board, and Executive Committee and shall perform all duties incident to the office. The President shall, at the annual business meeting of the Conservancy, and at such other times as President may deem proper, commend such action to the membership and the board which would promote the prosperity and increase the usefulness of the Conservancy.

The President shall prepare the agenda for each of the above-mentioned meetings and shall distribute this agenda to the incident parties no less than seven days and no more than 30 days prior to the meeting.

All deeds, mortgages, contracts, and other instruments affecting the properties and operations of the Conservancy shall be signed by the President and countersigned by the Treasurer. Authority to sign the before-mentioned instruments, in the name of, and for and on behalf of the Conservancy, may also be delegated by resolution of the board to some other suitable officer or employee of the Conservancy.

SECTION 4. Vice President:

The Vice President shall act in the absence of the President in all matters in which the President is authorized to act. Vice President shall be a member of the Executive Committee, charged with the proper administration of the Conservancy and shall perform such additional duties and assume such responsibilities as the President or board may direct. The Vice President shall succeed the President upon the expiration of his or her term.

SECTION 5. Secretary:

The Secretary shall keep a record of the proceedings of the meetings of members and board and shall give notice as required of all such meetings. Secretary shall have custody of all books, records, and papers of the Conservancy, except such as shall be in the charge of the Treasurer or other authorized person and shall perform such duties as required of the office by the President or board.

SECTION 6. Treasurer:

The Treasurer shall oversee the receipt, disbursement, and budgeting of Conservancy funds under guidelines established by the board. At each regular board meeting, Treasurer shall make financial reports to the board and make recommendations from time to time on the proper handling of the financial matters of the Conservancy.

SECTION 7. Executive Director:

The board may employ a Conservancy Executive Director, duties to be prescribed and directed, and the salary fixed, by the Executive Committee. The Executive Committee shall have power and authority to delegate such duties to the Executive Director as it may deem advisable. The Executive Director may serve as non-voting Chairperson of the Conservancy at the discretion of the Executive Committee.

Section 8. Advisory board:

The East Cascades Bird Conservancy may maintain an Advisory Board for the purpose of providing ongoing feedback on Conservancy administration as well as expanding the regional networking capabilities of the Conservancy. The Executive Committee shall appoint advisory board members to one-year terms. This board shall meet no more than four times per year, such meetings to be chaired by the Conservancy chairperson or other designee of the board President.

Article VI: COMMITTEES

SECTION 1. Executive Committee:

The Executive Committee shall be composed of the President, Vice-President(s), Treasurer and Secretary of the Conservancy. The Executive Committee shall have the ultimate responsibility for review and presentation of financial and budgeting matters to the board of directors. It shall also be responsible for personnel matters. The Executive Director, if one exists, shall serve as a non-voting member of the Executive Committee.

In the interim between meetings of the board, the Executive Committee shall control the routine business of the Conservancy. It shall have general supervision of the finances and property of the Conservancy and shall have authority to order disbursements for necessary expenses, which shall not exceed the adopted budget allowance provided for such expenditures approved by the board. The Executive Committee may grant to any other committee a reasonable amount of money for special work, provided such amount shall not exceed the budgeted allowance for such work, as previously approved by the board.

Three voting members of the Executive Committee shall constitute a quorum at any executive meeting.

SECTION 2. Other committees:

The board shall authorize and define the powers and duties of all divisions, bureaus, task forces, and committees. The board chairperson shall be responsible to see that all active committees are chaired in the manner outlined in these bylaws. Committee chairpersons shall serve until the committee is discharged or at the completion of the fiscal year of their appointment.

No committee, standing or special, shall have the power to commit the Conservancy on any matter of general policy. Divisions shall have the authority to decide matters of interest only to their committees and to make recommendations to the directors for all matters affecting the community or the Conservancy as a whole. Both majority and minority reports may be submitted to the board.

All resolutions adopted by divisions and committees and all reports and other communications which purport to reflect the attitude of the Conservancy shall first be approved by the board before being made available either to the membership of the Conservancy or to the public.

In the event any committee fails to discharge the duties assigned to it with reasonable promptness or violates any provision of these bylaws or directives of the board, such committee may be discharged by the President, who shall report President's action thereon to the board and thereupon appoint a new committee, at the President's discretion. The chairperson of each committee shall report the activities of the committee to the board as required by the board and shall obtain approval of the board for any action to be taken.

Section 2.1. Standing committees: The nature of standing committees shall be to manage business matters specific and internal to the East Cascades Bird Conservancy. A board member shall chair standing committees, and members of such committees shall be Conservancy members in good standing.

The Executive, Finance, and Publications Committees shall constitute the foundation of the Conservancy's standing committees.

Section 2.2. Special committees: The nature of special committees shall be to manage matters of community interest where the Conservancy board feels Conservancy resources can effectively benefit both the Conservancy and the community. A Conservancy member in good standing shall chair special committees and committee members shall not be restricted to Conservancy membership.

Section 2.3. Ad-hoc committees: The board of directors may create or dissolve ad-hoc committees for the purpose of conducting short-term, finite business of the Conservancy. Ad-hoc committees shall be governed as directed by the board of directors.

Article VI: MISCELLANEOUS

SECTION 1. Fiscal Year:

The Fiscal Year of the Conservancy shall be from January 1 to December 31.

SECTION 2. Insurance:

Any officers and members of the staff shall, if required to do so by the board, give surety bonds for the faithful discharge of their duties in such sums as the board may require and shall at the expiration of their terms, turn over to their successors or the board all moneys, books, and papers of the Conservancy in their possession.

All bonds shall be for the benefit of and payable to the Conservancy. The surety company issuing such bonds shall be selected by the board and the premium shall be paid by the Conservancy.

The Conservancy shall maintain officers' and directors' liability insurance, the management of which shall be directed by the Executive Committee.

SECTION 3. Audit:

The Conservancy may employ a competent accountant to make an annual examination of the books of the Conservancy and to prepare a year-end report. The board, at its discretion, may call for a certified audit of the Conservancy books.

SECTION 4. Counsel:

The board may employ a competent lawyer to advise the board on legal matters affecting the Conservancy. Such lawyer may serve as a non-voting member of the Executive Committee at the discretion of the committee.

SECTION 5. Parliamentary procedure:

The rules contained in the latest edition of Point of Order shall govern the procedure of this Conservancy in all cases to which they are applicable, and in which they are not inconsistent with the bylaws or the special rules of order of this Conservancy.

SECTION 6. Amendments:

These bylaws may be amended by a majority vote of the members in good standing present or voting by proxy at any membership meeting provided that the proposed amendments be plainly stated in the notice of such meeting.

SECTION 7. Construction:

If there is any conflict between the provisions of these bylaws and the articles of incorporation of the Conservancy, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

ADOPTION: These bylaws of the East Cascades Bird Conservancy are hereby adopted and executed by the board of directors on this _____ day of _____.

Chairperson:

Secretary: