

**THE MARYLAND BLUEBIRD SOCIETY  
BY-LAWS**

**ARTICLE I NAME**

The name of this organization shall be The Maryland Bluebird Society, Inc. (hereinafter also referred to as the “organization” or “Society”).

**ARTICLE II LOCATION**

The principal address at which the organization can receive service and other posted correspondence shall be established by the Board of Directors (hereinafter also referred to as “the board”). The board of directors may from time to time determine the location of the principal address.

**ARTICLE III PURPOSE AND MISSION**

The Maryland Bluebird Society is a non-profit conservation, education and research organization that promotes the recovery of bluebirds and other native cavity nesters.

The mission of the Society shall be to engage in such educational, scientific and charitable pursuits as may be beneficial to the prosperity and well being of bluebirds and other native nesting species.

**ARTICLE IV GOVERNANCE**

The Board of Directors shall serve as the governing body for the Society.

**ARTICLE V LIMITATIONS**

1. No part of the activities of the organization shall constitute participation in or intervention in any political campaign on behalf of any candidate for public office.
2. The Society shall not afford pecuniary gain to a director or officer except that reasonable compensation may be paid for services rendered to or for the organization in the performance of its corporate purpose.

## **ARTICLE VI MEMBERSHIP**

1. Any person interested in the purpose of the Society is eligible for membership.
2. The board of directors shall determine from time to time the classes of membership and the dues structure therefore.
3. All classes of members shall enjoy all the rights and privileges pertaining to membership in the Society.
4. Only members in good standing shall be eligible to vote in meetings, to be elected to any office, or to chair committees of the Society.

## **ARTICLE VII MEETINGS**

1. The Society shall hold one membership business meeting each year, (hereinafter called the “annual membership meeting”), at a place and time to be determined by the board of directors.
2. Information concerning the annual membership meeting including the place, time, agenda and slate of candidates for election, shall be published to the membership not less than 60 days prior to the meeting.
3. A majority of the members present at the annual membership meeting shall constitute a quorum for conducting MBS business unless otherwise provided herein.

## **ARTICLE VIII ELECTIONS TO THE BOARD OF DIRECTORS**

1. A slate of candidates for election to the board of directors shall be published to the membership not less than 60 days prior to the annual meeting. The election of directors shall be held at the annual meeting.
2. Voting shall be by those Society members in attendance. A simple majority of those voting shall elect. Voting may be by voice, a show of hands or by ballot.
3. Nothing herein shall prevent nominations from the floor at the time the elections are to be held. Consent of the nominee must have been previously obtained.

## **ARTICLE IX BOARD OF DIRECTORS**

### **1. Powers and Responsibilities**

- A. The board of directors shall have all the powers and duties necessary or appropriate to manage the property, affairs and business of the organization.
- B. The board of directors may engage in any and all such acts as are not prohibited by law or by these bylaws.

### **2. Structure**

- A. The Board of Directors shall consist of four (4) elected officers and twelve (12) elected directors. The immediate past president shall also be a member of the board and shall have the power to vote on all matters presented to the board for action.
- B. A director shall be elected to a three (3) year term and may serve thereafter until the director's successor shall have been duly elected, or until the director shall have been removed. With the approval of a majority of the members present at an annual membership meeting, a director shall be eligible for election to additional three (3) year terms.
- C. The Board of Directors shall be elected by the Society membership from a slate of candidates provided by the Nominating Committee and with approval of the Board of Directors.
- D. In addition, founding members of the Board of Directors whose terms have expired may continue to serve in an advisory capacity. These founding members shall be honorary members of the board. They shall not have voting power, nor shall their presence at board meetings be counted for purposes of reaching a quorum

### **3. Governance**

- A. The president shall appoint, with board approval, persons to fill all vacancies. The appointee shall serve until the expiration of the position's term.
- B. Any member of the board may resign at any time by giving written notice to the president. Such resignation shall take effect at the date of the receipt of

such notice or at any later time specified therein and, unless otherwise provided therein, acceptance of such resignation shall not be necessary to make it effective.

- C. Any member, elected or appointed by the board, may be removed by a two-thirds (2/3) vote of the remaining board members, whenever it is judged to be in the best interest of the organization. In order for the vote to be effective, notice of the meeting and the vote of the proposed removal must be given to all members not less than 10 days prior to the meeting.

#### 4. **Indemnity**

- A. The organization shall indemnify and hold harmless any director, officer or employee from any suit, damage, claim, judgment or liability arising out of or asserted to arise out of conduct of such person in his capacity as a director, officer or employee except in cases involving willful misconduct, gross negligence or psychological incapacitation. Indemnification provided under this section shall comply with and follow the requirements as provided by statute.

### **ARTICLE X MEETINGS**

1. Meetings of the board of directors shall be held at such places and times as the board may designate. The board shall meet not less than twice annually. One of the regularly scheduled meetings shall also be designated as the annual membership meeting.
2. The president shall preside at all meetings, or in the president's absence, the vice-president, shall preside.
3. A majority of the board members present shall constitute a quorum at any meeting. The members at a meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum in attendance. The affirmative vote of a majority of members present is the act of the board, except as otherwise detailed in these by-laws. Voting procedures shall be by voice vote, or if requested, by a show of hands.
4. Notice of each board meeting shall be provided to each member of the board prior to the meeting.

5. Special meetings of the board may be called at any time by the president or by any board member pursuant to the written request of not less than three (3) members, stating the purpose or object thereof.
6. Provision for electronic (e.g. telephone, facsimile, e-mail or other remote capability) participation in meetings shall be implemented as required.
7. Written proxies may be presented at any meeting by absent members concerning specific votes. All proxies must be submitted in writing to either the president or the secretary of the board.

## **ARTICLE XI OFFICERS**

### **1. Structure**

- A. A president, vice-president, secretary and treasurer shall be elected by the directors present at the board of directors' spring meeting. Any officer so elected shall hold office until the election of his successor, except in cases of resignation or removal.
- B. The term of office shall be for two (2) years.
- C. All officers may serve an unlimited number of terms.

### **2. Governance**

- A. A vacancy in any office, other than the president, shall be filled by appointment of the president with approval of the board of directors, the appointee to hold office until the next annual meeting.
- B. Any officer may resign at any time by giving written notice to the president. The resignation of any officer shall take effect at the time, if any specified therein, or if no time specified therein, upon receipt thereof by the president, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- C. Any officer, elected or appointed by the board, may be removed by a two-thirds (2/3) vote of the remaining members, whenever it is judged to be in the best interest of the organization. In order for the vote to be effective, notice of the meeting and the vote of the proposed removal, must be given to all members not less than 10 days prior to the meeting.

- D. Any officer of the organization, in addition to powers conferred on him by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the board of directors.

### 3. **Duties of Officers**

- A. The president shall be the chief executive officer of the organization and shall, subject to the control of the board of directors, have supervision, direction and control of the business, the officers and directors. He/she shall be an ex-officio member of all committees except the nominating committee, and shall have the general powers usually vested in the office and other powers as may be prescribed by the board of directors or bylaws. The president is a voting member of the board.
- B. The vice-president in the absence, disability, refusal or failure to act, of the president, shall perform all the duties of the president and when acting, have the powers vested in the president. In the absence of the vice-president, another member of the board shall be chosen to act temporarily as president.
- C. The vice-president shall assist the president and shall have such duties as may be prescribed by the board of directors.
- D. The secretary shall record all transactions of business of board meetings and shall keep a book of minutes of all meetings of the directors and a register containing the names and addresses of each board member and committee chairman. The secretary shall perform further duties as may be prescribed by the board of directors.
- E. The treasurer shall keep and maintain adequate and correct accounts of the properties and the business transactions of the organization, including an account of its assets, liabilities, receipts, disbursements, gains and losses. The treasurer shall perform further duties as may be prescribed by the board of directors.

## **ARTICLE XII COMMITTEES**

- 1. Duties, functions and structure of committees shall be under the jurisdiction of the board of directors.
- 2. There shall be three standing committees: Executive, Finance and Nominating.

- A. Executive Committee – the executive committee shall have primary responsibility for conducting the day-to-day business of the Society. It shall perform such tasks as directed by the board. The executive committee shall consist of the four (4) elected officers. The president shall be the chair of the executive committee.
- (i) The executive committee shall act in the interval between board meetings.
  - (ii) All actions of the executive committee shall be subject to review and confirmation by the board.
- B. Finance Committee – the finance committee shall consist of the Treasurer and two other members of the Society.
- (i) The finance committee shall develop a long term plan for financial support for the organization; shall prepare an annual budget; and shall review and make recommendations to the board regarding all matters relevant to the fiscal operations of the organization. The Treasurer shall be the chair of the finance committee.
  - (ii) The finance committee shall audit the Society’s books at least annually. When the Society’s income reaches \$10,000, an annual external audit shall be required.
  - (iii) The finance committee shall present a report on the Society’s financial status at each annual meeting of the membership.
- C. Nominating Committee – the president shall appoint a nominating committee of three or five members to serve for a period of one (1) year. The president shall appoint the chair of the committee. The names of the committee shall be published in the Society journal.
- (i) The nominating committee shall nominate, with approval of the board, a slate of candidates for the positions of officers and directors whose terms are about to expire.
  - (ii) Nothing herein contained shall prevent nominations of officers and directors from the floor at the annual meeting, at the time the elections are being held.

3. The board of directors shall authorize and define the powers and duties of all committees. The board may add as many ad hoc or task force committees as needed to meet the purposes of the organization.

#### **ARTICLE XIII AMENDMENTS**

1. The Amended Articles of Incorporation and Bylaws of the Society may be amended at any annual meeting by two-thirds (2/3) vote of the members present.
2. Any member of the Society may propose amendments to the Bylaws of the Society. Proposed amendments shall be submitted to the president accompanied by an explanation for requesting the change(s).

#### **ARTICLE XIV RULES OF ORDER**

Robert's Rules of Order, revised edition, shall govern the proceedings of all meetings of the Society and its constituent parts except as provided in these bylaws.

Adopted: March 7, 2004; revised as to mailing address only: March 20, 2005; further revised by vote of the membership on December 5, 2008; further revised by vote of the membership, August 2009; further revised by vote of the membership, September 2011 and October 2015.