

**THE MARYLAND BLUEBIRD SOCIETY  
BY-LAWS**

**ARTICLE I NAME**

The name of this organization shall be The Maryland Bluebird Society, Inc. (“the Society”).

**ARTICLE II LOCATION**

The principal address at which the Society can receive service and other posted correspondence shall be established by the Board of Directors (“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 cavity-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 Society 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 Society 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 for each class.
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, to be elected to any office, or to chair committees of the Society.

## **ARTICLE VII MEETINGS**

1. The Society shall hold at least one membership business meeting each year, at a place and time to be determined by the Board of Directors.
2. Information concerning membership business meetings including the place, time, agenda and slate of directors for election, shall be published to the membership by email and on the Society's website not less than 30 days prior to the meeting.
3. A majority of the members present at a membership business meeting shall constitute a quorum for conducting Society business unless otherwise provided herein.

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

1. A slate of candidates for election to the board as directors shall be published to the membership not less than 30 days prior to a membership business 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 an election is held. Consent of the nominee(s) 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 Society.
- B. The Board of Directors may engage in any and all such acts as are not prohibited by law or by these By-laws.

### **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 shall have been duly re-elected, 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 a membership business meeting, a director shall be eligible for election to additional three (3) year terms.
- C. Directors shall be elected by the Society membership from a slate of candidates provided by the nominating committee and with approval of the Board.
- D. In addition, founding members of the Board 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 approval of the Board, persons to fill all vacancies. The appointee shall serve until the expiration of the previous director's or officer'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 in the notice, and acceptance of such resignation shall not be necessary to make it effective.

- C. Any member, elected to 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 Society. In order for the vote to be effective, notice of the meeting and the vote of the proposed removal must be given to all board members not fewer than 10 days before the meeting.

#### 4. **Indemnity**

- A. The Society 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 the conduct of an individual 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 it may designate. The Board shall meet not less than twice annually. One of the regularly scheduled board meetings may also be designated as a membership business meeting.
2. The president shall preside at all meetings, or in the president's absence, the vice-president, shall preside.
3. A majority of current board members--active (not emeritus) directors and officers, including the past president-- shall constitute a quorum at any meeting. Board members at any meeting at which a quorum is present may conduct business so long as a quorum exists. The affirmative vote of a majority of the quorum shall be the act of the Board, except as otherwise stated in these By-laws. Voting shall be conducted by voice vote, or if requested, by ballot or a show of hands.

For issues requiring board action between regularly scheduled meetings, or proposed actions that could not be completed at a board meeting, voting by email is permitted. The same requirements for a quorum shall apply to email votes.

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 of the proposed meeting.
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 for 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 expiration of the resigning officer's term.
- 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 in the notice, or if no time is specified, upon the president's receipt of the notice. The acceptance of an officer's 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 board members, whenever it is judged to be

in the best interest of the Society. In order for the vote to be effective, notice of the meeting and the vote of the proposed removal must be given to all board members not fewer than 10 days before the meeting.

- D. Any officer of the Society, in addition to powers conferred on him/her by these By-laws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board.

### 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 Society's business, 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 as well as other powers as may be prescribed by the Board or the By-laws. 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 so acting, shall 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.
- D. The secretary shall record all transactions of business conducted at board meetings, shall keep a book of minutes of all meetings of the Board of Directors and shall maintain 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.
- E. The treasurer shall keep and maintain adequate and correct accounts of the properties and the business transactions of the Society, including an account of its assets, liabilities, receipts, disbursements, gains and losses. The treasurer shall present a report on the financial status of the Society at each Board of Directors and membership business meeting. The treasurer shall perform further duties as may be prescribed by the Board.

## **ARTICLE XII COMMITTEES**

1. The 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 the financial support of the Society; shall prepare an annual budget; and shall review and make recommendations to the Board regarding all matters relevant to the fiscal operations of the Society. The treasurer shall be the chair of the finance committee.
    - (ii) The finance committee shall audit the Society’s books at least annually.
    - (iii) The finance committee shall present a report on the Society’s financial status at each membership business meeting.
  - C. Nominating Committee – the president shall appoint a nominating committee of three 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’s newsletter.
    - (i) The nominating committee shall nominate, with the approval of the

Board, a slate of candidates for the positions of officers and directors whose terms are about to expire.

- (ii) Nothing herein shall prevent nominations of directors from the floor at a membership business 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 Society.

### **ARTICLE XIII AMENDMENTS**

- 1. The Articles of Incorporation and By-laws of the Society may be amended at any membership business meeting by two-thirds (2/3) vote of the members present.
- 2. Any member of the Society may propose amendments to the Articles of Incorporation or By-laws of the Society. Proposed amendments shall be submitted to the president accompanied by an explanation of the reason(s) for the proposed changes, not less than 60 days before the membership business meeting at which they are to be considered.
- 3. The text of proposed amendments to the By-laws, accompanied by an explanation for proposing the changes, shall be published on the Society's website not less than 30 days before the membership business meeting at which the proposed amendments are to be considered for adoption.

### **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 By-laws.

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, October 2015, and September 2019.