

**BYLAWS OF THE EASTERN BIRD BANDING ASSOCIATION, INC.**

Revised as of April 2016

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**ARTICLE I**            Name

The name of this Association shall be THE EASTERN BIRD BANDING ASSOCIATION, INC. (hereinafter, the "Association").

**ARTICLE II**            Purpose

The purpose of this Association shall be to effect the purposes set forth in the SECOND provision of the Association's Certificate of Incorporation:

- Section 1.    To encourage investigations into the biology, behavior and ecology of birds by the banding thereof.
- Section 2.    To actively encourage its members and other interested persons to publish the results of their scientific ornithological research in the journal of the Association.
- Section 3.    To encourage the cooperation of its members in the pursuit of such purposes.

**ARTICLE III**            Emblem of the Association

The emblem of the Association shall be six birds in silhouette with two passerines, a hawk, a hummingbird, a shorebird, and a duck in a circle with *Eastern Bird Banding Association, Inc. 1923* around the edge - displaying the outline of 17 eastern states of the United States of America (Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Pennsylvania, Delaware, Maryland, West Virginia, Virginia, North Carolina, South Carolina, Georgia and Florida) and the District of Columbia, and six eastern provinces of Canada (Ontario, Quebec, Prince Edward Island, Nova Scotia, New Brunswick, and Newfoundland and Labrador) symbolizing the territory of the Association.

- Section 1.    This emblem shall be represented on a light background with black or some other appropriate color outline.
- Section 2.    This emblem may be used on any official printed stationery of the Association, official electronic correspondence of the Association, and on such publications and other documents of the Association where deemed appropriate.

**ARTICLE IV**      Membership & Dues

Section 1. Any person interested in the purpose of the Association may become a member 30 days after receipt of dues by the Treasurer.

Section 2. Classes of membership are as follows:

- a) Active members – persons who pay annual dues.
- b) Honorary members – persons who in the opinion of Council have accomplished outstanding achievements may be elected as honorary members by Council. No dues shall be required of honorary members.
- c) Life members – persons who have made a single payment or payments in not more than four (4) consecutive annual payments established by Council pursuant to Article VII, Section 8 of these bylaws.
- d) Student members – persons who are enrolled in full time academic programs at the time dues are paid.
- e) Household members – two persons sharing the same domicile.
- f) Institutional members – institutions that become members to receive the Association's publications.
- g) Non-subscribing members – persons who desire EBBA membership but who do not wish to receive the Association's journal

Section 3. All dues are payable to the Treasurer on January 1 of each calendar year. Second notices shall be sent to those in arrears on March 1. A member whose dues are still in arrears on April 1 or on the date of the annual meeting (whichever is earlier) is no longer a member in good standing and automatically forfeits membership. Memberships run for a calendar year, commencing January 1 and terminating December 31. A new applicant's dues received by the Association between January 1 and September 30 qualify the applicant for current year's membership. A new applicant's dues received by the Association between October 1 and December 31 of any calendar year shall constitute payment of dues for both such calendar year and the next year.

Section 4. All active, honorary, life, student, and non-subscribing members over the age of 18 shall each have the right to vote, hold office and share in the other duties and privileges of the Association. All household members over the age of 18 are each entitled to these same rights and privileges except that they receive only one copy of the publications. All members under the age of 18 are entitled to the same rights and privileges except that they may not hold elected or appointed office. Institutional members have no rights to vote, hold office, or share other duties or privileges of the Association, other than to receive the Association's publications.

Section 5. Any member whose conduct is deemed a sufficient breach of proper bander conduct, or whose behavior is contrary to the best interests of the Association shall be dismissed from the membership without refund of any dues. Dismissal shall be determined by Council based on a majority vote of council members present in person and by proxy and voting or polled and voting at the annual meeting or special meeting as provided in Article VII, Section 11 of these bylaws after Council or its appointed agent has investigated the case in question and reported its findings to Council. Council's investigation shall include presentation of the charges in writing to the accused with opportunity for rebuttal in person at such meeting or in writing.

#### **ARTICLE V** Meetings of the Association

There shall be an annual meeting of the members of the Association, which shall be held at such time and place as Council shall determine. Special meetings may be called by Council, or when a request is made to the President in writing by fifteen (15) members of the Association. Written notice shall be served to all members of the time and place of any such special meeting of the Association at least 30 days before the meeting. Twenty-five (25) members assembled and voting shall constitute a quorum.

#### **ARTICLE VI** Nominations and Elections

Section 1. Nominations for the office of President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer and Councilor shall be presented by the

Nominating Committee at the annual meeting. Each nominee shall have been contacted by and given consent to serve in the office to the Nominating Committee. Only members not delinquent in the payment of dues shall be nominated or elected to any office.

Additional nominations for officers and councilors may also be made from the floor at the annual meeting of the Association by the members provided that such nominees shall consent to serve and are members not delinquent in the payment of dues.

Section 2. The officers and the class of councilors whose term is next to expire shall be elected annually from, and by, the members in good standing by a majority vote of the members voting at the annual meeting, or if no annual meeting is held then by a majority vote by appropriate electronic ballot if approved by council. Councilors shall be elected for terms spanning three annual meetings in three classes of four councilors each. Councilors elected so as to fill unexpired terms, serve the remainder of the term.

Section 3. The Editor shall be elected by Council for an approximate one-year term commencing 24 hours after the adjournment of the first annual meeting of the association following his or her election, and terminating at the start of the next such term.

**ARTICLE VII** Council

Section 1. There shall be a Council of the Association, who shall act as trustees of the Association, consisting of: 1) the officers of the Association; 2) the Past President(s) as provided in Article VIII, Section 2 of these bylaws; 3) twelve councilors; and 4) the Editor.

Section 2. No officers except the Secretary and Treasurer shall hold the same office for more than two (2) consecutive terms. No person shall be elected to the position of Councilor for more than two consecutive terms, and no person who has held the position of Councilor for more than two years of a term to which some other person had been elected shall be elected to the position of Councilor for more than one immediately

succeeding term. After a lapse of at least one (1) year, a prior officer or councilor is again eligible for the same office. The terms of office of the officers and newly elected councilors shall commence 24 hours after the adjournment of the annual business meeting of the Association at which they were elected, and shall terminate at the start of the next such term.

- Section 3. An annual meeting of Council shall be held at the time of the annual meeting of the Association, at such time and place specifically designated by the President when the greatest number of members of Council can be present. Announcements of the time and place of that meeting shall be made to all members of Council by the Secretary at least 45 days prior to the meeting.
- Section 4. Special meetings of Council may be called by the President, or by the Secretary at the written request of four (4) members of Council, and shall require written or oral notification of all members of Council at least fourteen (14) days before the meeting.
- Section 5. Emergency meetings of Council may be called at the time of the annual meeting for the purpose of completing unfinished business from the Council meeting or for considering matters requiring attention from the annual meeting of the membership, or for other purposes, by the President without prior written notice provided reasonable effort is made to alert all the members of Council gathered at the annual meeting by oral notice, posting or other appropriate means.
- Section 6. At any meeting of Council, eight (8) members of Council present, exclusive of proxy count, shall constitute a quorum for the transaction of all business. Only the President is empowered to invite guests to council meetings when in his or her best judgment these persons (committee chairs, appointees, etc.) can aid in the transacting of the Association's business. These persons do not count toward fulfillment of a quorum for voting purposes nor do they have the right to vote.
- Section 7. In the absence of the President and all of the Vice-Presidents, Council shall be empowered to elect one of its

number as Acting President for the purpose of conducting the council meeting and/or annual meeting.

- Section 8. Council shall establish dues for all classes of membership.
- Section 9. Council shall be empowered to fill vacancies in the offices of Secretary, Treasurer, Editor, Councilor or Third Vice-President that may occur by death, resignation or otherwise. Such appointees shall serve until 24 hours after the adjournment of the first annual meeting of the Association following their appointments. Resignations of any members of Council shall be submitted to the President in writing and are acknowledged in writing by the President. The resignation of a President must be made to the First Vice-President and is effective when accepted and acknowledged in writing by the First Vice-President.
- Section 10. Council shall be vested at all times with full authority to manage and control the affairs of the Association and to speak for the Association on all matters of policy. If any matter of policy shall be, in the first instance, brought up at a meeting of the membership of the Association, it shall be referred to Council for consideration and recommendation, and no action whatever shall be taken by the membership of the Association thereon until adequate opportunity shall have been given to Council to consider same and communicate their recommendations to the Association.
- Section 11. All business of Council shall be conducted by majority vote of the members of Council present and voting or by proxy and voting at the annual meeting or a special meeting except in those cases where these bylaws provide for some other plurality. When deemed appropriate by the President, members of Council may be polled by appropriate electronic ballot.
- Section 12. A member of Council who cannot attend a council meeting may give a proxy in writing, with the appropriate voting instructions, only to another member of Council. This proxy shall be exhibited to the Secretary at the beginning of the meeting and the fact recorded in the minutes. Each member of Council is entitled to one vote and one vote for each proxy recorded with the Secretary in such council member's name.

**ARTICLE VIII**            Officers and Editor

- Section 1.    The officers of the Association shall be a President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, and Treasurer.
- Section 2.    The President: The President, or Acting President, shall preside at all meetings of the Association and of Council; shall be ex-officio member of all committees of the Association, but shall not vote as a member of a committee except to cast a deciding vote in the event of a tie vote; shall call meetings of the Council whenever deemed necessary; and shall call special meetings of the Association when required by Article V of these bylaws. The out-going President shall continue to be a member of Council until 24 hours after the adjournment of the second annual meeting of the Association following termination of his or her term as President, as long as he or she remains a member of the Association.
- Section 3.    The Vice-Presidents:  
It shall be the duty of the First Vice- President to perform the duties of the President in case of death, resignation, absence or disability of the President. The First Vice-President shall serve as chair of the Program Committee and shall perform any other duties assigned by the President or Council.  
It shall be the duty of the Second Vice-President to perform the duties of the First Vice-President in case of death, resignation, absence or disability of the First Vice-President. The Second Vice-President shall be chair of the Location Committee and shall perform any other duties assigned by the President or Council.  
It shall be the duty of the Third Vice-President to perform the duties of the Second Vice-President in case of death, resignation, absence or disability of the Second Vice-President. The Third Vice-President shall be chair of the Finance Committee, and shall perform any other duties assigned by the President or Council.
- Section 4.    The Secretary: It shall be the duty of the Secretary to keep the minutes of all meetings of the Association; to take charge

of all books, documents, papers and other media belonging to the Association properly coming under the care of the office; and to perform such other duties as may be prescribed by Council. In the absence of the Secretary from any meeting of the Association, the President shall appoint one of the council members to serve as Secretary pro-tempore. The Secretary shall, at the expiration of his or her term of office, removal or resignation, tender all books, papers and all other property of the Association, to his or her duly elected successor in office, or to such a person or persons as are designated by Council.

Section 5. The Treasurer: It shall be the duty of the Treasurer to receive all funds of every nature collected by the Association or by any officers or committee thereof, and to deposit same to the credit of the Association in any bank or trust company approved by Council; to keep correct accounts thereof, as well as any other monies belonging to the Association. The Treasurer shall issue checks authorized by President or Acting President; shall present to Council at stated meetings, and to the Association at its Annual Meeting, or at any time upon request of the President, a statement of receipts, expenditure and condition of the finances of the Association; and shall, at the expiration of his or her term of office, removal or resignation tender all funds, books, papers and all other property of the Association, to his or her duly elected successor in office, or to such other person or persons as designated by Council. The Treasurer shall serve as a member of the Finance Committee.

Section 6. The Editor: The Editor shall be responsible for the form and content of the Association's publications, including the journal, *North American Bird Bander*, or any successor journal approved by Council. The Editor may appoint such assistants as he or she may find necessary and expedient, such assistants to be responsible to the Editor in the performance of their duties.

## **ARTICLE IX**      Committees

The President or Acting President shall appoint and announce to Council the chairs of all standing committees, as well as of all ad hoc committees authorized by Council or at any meeting of the Association, within 90 days after the most

recent annual meeting, and approve the committee membership. Each committee shall meet at any time upon the call of the President, Council, or the chair of the committee. A majority of the members of the committee, excluding the President or Acting President as ex-officio member, shall constitute a quorum thereof. At the discretion of the committee chair, committee business may be transacted by mail, telephone, or other suitable means convenient to the committee. All committee appointments end with the termination of the term of office of the President who made such appointments.

- Section 1. LOCATION: A Location Committee consisting of three (3) members with the Second Vice-President as chair, shall be responsible for recommending to Council a date and a suitable location for future annual meetings. It shall also be responsible for making arrangements for future annual meetings when authorized by Council.
- Section 2. FINANCE: A Finance Committee consisting of three (3) members including the treasurer, with the Third Vice-President as chair, shall be responsible for recommending to Council the investment of Association funds, and an annual budget for review.
- Section 3. PROGRAM: A Program Committee consisting of three (3) members with the First Vice-President as chair, shall be responsible for arranging the program of the forth-coming annual meeting.
- Section 4. PUBLICATION: A Publication Committee consisting of four (4) members including the Editor, shall cooperate in the preparation and publication of such publications as may be authorized by Council.
- Section 5. NOMINATING: A Nominating Committee consisting of three (3) members shall present a list of persons who have accepted nominations as officers and councilors to all council members at least fourteen (14) days prior to the election at the annual meeting. Upon approval of the list of candidates by Council, the committee shall present these candidates to the members of the Association per Article VI. Due to any failure to provide a satisfactory slate of nominees, Council shall act to recommend the slate or any part thereof.

- Section 6. **AUDITING:** An Auditing Committee consisting of three (3) members shall be appointed each year. This committee shall examine the Treasurer's accounts, and make a report thereon to Council and the members at the annual meeting of the Association.
- Section 7. **MEMORIAL GRANT:** A Memorial Grant Committee consisting of (3) members shall have the duties of 1) publicizing the Memorial Grant; 2) recommending the award winner or winners to Council, 3) announcing the award at the annual meeting, and 4) notifying such winner or winners. The recipient is required to provide to the committee a report of his or her findings, or a copy of any publication resulting from the completed study.
- Section 8. **NET:** A Net Committee consisting of one to three (1-3) members shall have the duty of purchasing and selling nets to qualified persons or institutions, at such prices that will insure no loss to the Association. The committee shall report annually to Council on its activities and financial status.
- Section 9. **MEMBERSHIP:** A Membership Committee consisting of three (3) members shall have the responsibility of adding new members of the Association. The chair shall be responsible for processing membership applications and renewals for the purpose of maintaining the Association's official membership/address list. This list shall be made available 1) as a directory to the membership only; 2) to the Editor for publication mailings; 3) to the Treasurer for the mailing of dues notices. The committee shall report to Council and to the membership at the annual meeting on the status of the Association's membership and of all new applicants for membership received since the previous annual meeting.
- Section 10. **SPECIAL COMMITTEES:** The President shall appoint chairs to such other committees, such as Conservation, Education or any other as required, and assign to each of them such duties as the President may deem advisable, or as shall be directed by Council.

**ARTICLE X**            Memorial Fund

- Section 1.    There is hereby established a separate fund known as the MEMORIAL FUND, in memory of all deceased EBBA members, which shall consist of 1) all life membership dues; 2) all donations, unless otherwise restricted; 3) all such other monies as Council shall add thereto. The monies of the fund shall be invested and no part of the principal of which shall be used or transferred except by a two-thirds (2/3) vote of the entire Council. The income from this fund shall be used for grants-in-aid and for such other purposes as Council may direct so long as no grant shall be made to a member of the Association unless the use of such grant is restricted to the purposes of the Association (See Article II of these bylaws).
- Section 2.    PURPOSE: To stimulate research in the field of ornithology through the use of bird banding or other avian marking techniques.
- Section 3.    AWARD: The Memorial Grant Committee shall award grants, such amount as Council may authorize; but no grant need be made in a given year, if, in the judgment of the committee, no applications of adequate merit are received.
- Section 4.    ELIGIBILITY: The proposed study shall use data derived from bird banding or other avian marking techniques.
- Section 5.    ANNOUNCEMENT: The committee will determine the best method of announcing the availability of the grants and the date on which applications must be received by the chair of the committee.
- Section 6.    APPLICATIONS: To be forwarded upon request from the chair of the Memorial Grant Committee.

**ARTICLE XI**            Order of Business

- Section 1.    ANNUAL MEETING: The order of business at the annual meeting of the Association shall be:
- a)    Reading of Minutes
  - b)    Officer's Reports

- c) Standing Committee Reports
- d) Special Committee Reports
- e) Communications
- f) Old Business
- g) New Business
- h) Nominations and Election of Officers and Councilors
- i) Adjournment

At the direction of the President and with the agreement of the respective committee chairs, the President may call upon the Secretary to present to the membership a synopsis of the committee reports received by Council at its meeting.

Also at the direction of the President or Council, the Program Committee may present to the membership gathered at the annual meeting scientific paper sessions, workshops, tours, field trips and/or any other functions in keeping with the Association's purpose.

Section 2. COUNCIL MEETING: Forty-five (45) days before the annual council meeting provided for in Article VII, Section 3 of these bylaws, the Secretary shall give notice of the meeting to all council members. This notice shall contain both a request for items to be included in the meeting's agenda, and a call for reports to be distributed to each member of council no less than fourteen (14) days before the meeting. The order of business at the annual council meeting shall be defined by an agenda issued by the President and distributed to each member of council no less than fourteen (14) days before the council meeting. The agenda shall include a review of officer's reports, committee reports, and all other matters needing appropriate council action for the orderly running of the Association's business.

The agenda for any special meeting of Council as provided for in Article VII, Section 4 of these bylaws shall be included in the notice of meeting, and shall be restricted to only those matters for which the meeting was called.

The agenda for any emergency meeting of Council provided for in Article VII, Section 5 of these bylaws shall be delivered to Council members by whatever means deemed most expeditious and appropriate by the President in the calling of

the meeting, and shall be restricted to only those matters for which the meeting was purposefully called.

**ARTICLE XII**      Construction

Section 1.      Unless contrary to the provisions of the Certificate of Incorporation or these bylaws, this Association shall operate as a continuation of the unincorporated Association theretofore in existence and known as the Eastern Bird Banding Association.

Section 2.      Any question of the construction of these bylaws shall be within sole jurisdiction of Council, and their construction thereof and shall be final and binding.

**ARTICLE XIII**      Amendments

Section 1.      No proposition to amend these bylaws shall be acted upon unless written notice thereof has been given to the Secretary and President at least forty-five (45) days prior to the annual meeting. A copy of such proposition shall be included in the notice of the next meeting of Council, and a copy sent to every member of Council at least fourteen (14) days before the date of the next Council meeting at which the amendment is to be voted upon.

Section 2.      Every proposed amendment to these bylaws in whole or in part, after being submitted to Council, and if approved by a total of three-fourths (3/4) of the Council members present and voting, by proxy and voting and by poll and voting, shall then be submitted to a vote of the members at the next annual meeting of the Association or special meeting of the Association, or by appropriate electronic ballot as determined by Council.

Section 3.      The language of the proposed amendment shall be clear and precise, and such amendment shall be adopted only if three-fourths (3/4) of the members present and voting at the annual meeting of the Association approve said amendment.

Section 5.      Approved amendments shall immediately be made part of the main body of the bylaws (by revision) and each revised version of the bylaws shall carry the notation "Revised as of

[insert date]”.

**ARTICLE XIV** Adoption and Availability of Bylaws

These bylaws shall become effective immediately upon the adoption thereof. They shall be available to the membership online or by request made to the Secretary.

**ARTICLE XV** Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt. The President, at his or her discretion, may appoint a parliamentarian to serve at any meeting of the Association or Council whose purpose it will be to rule on parliamentary procedures.