

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

Revised as 3/23/2024

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## **ARTICLE I: IDENTIFICATION**

### **1.1 Name**

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

### **1.2 Fiscal Matters**

The fiscal year of EBBA shall end on the thirty-first day of December of each year.

The financial books of EBBA shall be subject to a review or audit by an independent entity in accordance with the applicable laws of New Jersey.

The organization operates as a non-profit association, within the meaning of Section 501(C)(3) of the Internal Revenue Service Code of 1986.

## **ARTICLE 2 - PURPOSE**

### **2.1 The purpose of EBBA shall be to:**

\*Promote and encourage sound ethical bird banding practices, techniques and investigations into the biology, behavior and ecology of birds by the banding, marking, tagging or other means of tracking;

\*Actively encourage the sharing of such investigations by publishing in the North American Bird Bander (NABB), presenting results at the annual meeting of EBBA, or by other means such as virtual presentations;

\*Actively encourage the cooperation of its members by providing opportunities to network at the annual meetings, sharing findings and sharing expertise and knowledge through community outreach and mentoring.

## **ARTICLE 3: DELETED**

## **ARTICLE 4: MEMBERSHIP**

### **4.1 Qualifications for Membership**

Any person interested in the purpose of EBBA may become a member after receipt of dues by the Treasurer. The membership categories are: Active, Honorary, Life, Student, Household and Institutional.

Active Member – an active member is a sole individual who pays the annual dues.

Life Member - an active member who makes a lifetime payment in lieu of paying annual dues.

Student Member – a student who are enrolled in full-time academic programs at the time dues are paid.

Household Members – two or more persons sharing the same domicile. A household membership gets one vote.

Institutional Member – An institution that becomes a member to receive EBBA's publications.

Honorary Member – 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.

### **4.2 Dues**

Annual dues, in the amount established by the Council, are payable to the Treasurer on January 1 of each calendar year. 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.

### **4.3 Membership Year**

The membership year runs on a calendar year, commencing January 1 and terminating December 31.

Dues received by EBBA between January 1 and July 31<sup>st</sup> qualify the applicant for current

year's membership. A new applicant's dues received by EBBA between August 1 and December 31 of any calendar year shall constitute payment of dues for both such calendar year and the next year.

#### **4.4 Voting Rights**

Active, honorary, life and student members over the age of 18 shall each have the right to vote, hold office and share in the other duties and privileges of EBBA. 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.

Household members over the age of 18 are each entitled to these same rights and privileges except that they receive only one copy of publications, and hold one vote.

Institutional members have no rights to vote, hold office, or share other duties or privileges of EBBA, other than to receive the EBBA's publications.

#### **4.5 Termination of Membership**

The Council has the power to expel from membership, with a majority vote, any person whose conduct is inconsistent with the objectives of EBBA provided that the person shall have been informed in writing of the Council's concern about the person's conduct, and the person shall have had at least thirty (30) days to respond.

Membership shall be terminated automatically for non-payment of annual dues if the dues are still in arrears on April 1 or on the date of the annual meeting (whichever is earlier).

#### **4.6 Non-Discrimination**

EBBA welcomes and encourages participation by all and does not discriminate on the basis of race, color, religion, gender identity or expression, sex, sexual orientation, age, disability, marital status, national origin, ancestry, veteran status, genetic information, or any other classification protected by federal, state or local law.

## **ARTICLE 5: MEMBERSHIP MEETINGS OF EBBA**

### **5.1 Annual Membership Meeting**

An annual meeting of the members of the EBBA, in person or electronically, will be held annually at a time and place as determined by the Council.

### **5.2 Special Membership Meetings**

Special meetings may be called by Council, or when a request is made to the President in writing by fifteen (15) members of EBBA.

Members will receive a written notice via email or regular mail at least thirty (30) days prior to any special meeting. At least twenty-five (25) members are needed to constitute a quorum.

## **ARTICLE 6: NOMINATIONS AND ELECTIONS**

### **6.1 Nominations**

Nominees for the office of President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer and Councilors 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 in good standing 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 EBBA by the members, provided that such nominees shall consent to serve.

### **6.2 Elections for Officers & Councilors**

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 in-person 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 (3) classes of four (4) Councilors each. Councilors elected to fill unexpired terms, serve the remainder of the term.

### **6.3 Election of Editor**

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 EBBA following their election, and terminating at the start of the next such term.

## **ARTICLE 7: COUNCIL**

### **7.1 Council Members**

The Council members act as the Trustees of EBBA and consist of the officers, the past president(s), the Councilors and the Editor.

### **7.2 Terms of Office**

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.

Their term of office is to begin at the close of the meeting at which they are elected and to continue until their successors are elected and installed.

After a lapse of at least one (1) year, a prior officer or Councilor is eligible for the same office.

### **7.3 Meetings**

An annual meeting of Council shall be held at the time of the annual meeting of EBBA, at such time and place designated by the President. There shall also be three (3) quarterly Council meetings, held electronically or in person, as designated by the President.

Announcements of the time and place of that meeting shall be made to all members of Council by the Secretary at least forty-five (45) days prior to the meeting.

#### **7.4 Special Meetings**

Special meetings of Council may be called by the President, or by the Secretary at the written request of four (4) members of Council. Written or oral notification of all members is required at least three (3) days before the meeting.

#### **7.5 Emergency Meetings**

Emergency meetings of Council may be called for any urgent purpose requiring the attention of Council, by the President without prior written notice provided reasonable effort is made to notify all the members of Council.

#### **7.6 Quorum**

At any meeting of Council, a simple majority of Council present, exclusive of proxy count, shall constitute a quorum for the transaction of all business.

#### **7.7 Guests**

Any Council member can suggest inviting a guest to a Council meeting, with the President having final consent. Guests will not be allowed to attend Council meetings where personnel matters, litigation, or other confidential or sensitive business is being discussed. Guests present at a Council meeting are not counted toward a quorum, and do not have voting rights.

#### **7.8 Absences**

In the absence of the President, Council shall be empowered to elect another member of Council as Acting President for the purpose of conducting the Council meeting and/or annual meeting.

#### **7.9 Vacancies**

Council shall be empowered to fill vacancies in the offices of Secretary, Treasurer, Editor, or Councilor that may occur as a result of a resignation, a death or otherwise.

Any vacancy will be filled for the unexpired term that follows. If a Council member who

has accepted an office or other duty and finds that they are unable to fulfill the duties, they must submit their resignation by providing written notification to either the Secretary or the current President. The resignation is effective when accepted and acknowledged by the receiving party.

### **7.10 Authority**

Council shall have full authority and control the affairs of EBBA included speaking on all policy matters. Any concerns regarding policy may be brought up by membership and referred to Council for consideration. No action shall be taken until Council considers the concern and makes recommendations to EBBA.

### **7.11 Majority Vote**

All business of Council shall be determined by majority vote of the Council members either in person or by proxy. The exception is cases in which the bylaws provide for alternate means of plurality. If deemed appropriate by the President, Council members may be polled by electronic ballot.

### **7.12 Proxy**

A member of Council who cannot attend a Council meeting may give a proxy in writing or electronically, as allowed by New Jersey law, with the appropriate voting instructions, only to another member of Council. This proxy shall be presented to the Secretary at the beginning of the meeting and 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 8 – OFFICERS AND EDITOR**

### **8.1 Officers**

The officers of EBBA are the: President, First Vice-President, Second Vice-President, Third Vice- President, Past Presidents, Secretary, and Treasurer.



## **8.2 The President**

The duties of the President, or Acting President, are to preside at all meetings of EBBA and of Council; to be an ex-officio member of all committees of EBBA, not as a voting member of the committee except to cast a deciding vote in the event of a tie vote; to call meetings of the Council whenever deemed necessary; and to call special meetings of EBBA when required by Article V of these bylaws. The out-going President shall continue to be a member of Council until twenty-four (24) hours after the adjournment of the second annual meeting of EBBA following termination of their term as President, as long as they remain a member of EBBA.

## **8.3. First Vice-President**

The First Vice- President will perform the duties of the President in case of death, resignation, absence, or disability of the President. The First Vice-President will also serve as chair of the Program Committee and shall perform any other duties assigned by the President or Council.

## **8.4 Second Vice-President**

The Second Vice-President will 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 will also lead the Location Committee and perform any other duties assigned by the President or Council.

## **8.5 Third Vice-President**

The Third Vice-President will 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 will also be a member of the Location Committee, assist the Treasurer with creating the budget, and perform any other duties assigned by the President or Council.

## **8.6 Secretary**

The Secretary will keep the minutes of all meetings of EBBA, file all incorporation renewal applications and take charge of all books, documents, papers and other media belonging to EBBA. In the absence of the Secretary from any meeting of EBBA, the President shall appoint one of the Council members to serve as Secretary pro-tempore. At the expiration of their term of office, removal or resignation, the Secretary will tender all books, papers, and all other property of EBBA, to their duly elected successor in office.

### **8.7 Treasurer**

The treasurer is responsible for the financial affairs of EBBA, including financial reports to the Council, membership billing, audit of the accounts, IRS filings and managing EBBA's assets. The treasurer shall also authorize payment on behalf of EBBA and keep full and accurate records of all such transactions. The Treasurer shall, at the expiration of their term of office, removal or resignation, tender all books, papers and all other property of EBBA, to their duly elected successor in office.

### **8.8 Editor**

The Editor is responsible for the form and content of EBBA's publications, including the journal, *North American Bird Bander*, or any successor journal approved by Council.

### **8.9 Past President(s)**

The Past President(s) shall serve as a voting member of Council.

## **ARTICLE 9 - COMMITTEES**

The number and functions of the committees will be determined by Council to properly meet EBBA's objectives. Committee chairpersons are approved by Council, unless otherwise noted. The committee chairperson, with assistance from Council, will seek interested members to participate in committee activities. Committees are established to provide EBBA with special ongoing services.

Each committee chairperson will appoint their committee members. Chairpersons shall provide appropriate leadership to their committees and are responsible for providing quarterly reports to the Council, either in person, or in writing.

Committees may be established by the Council at any time. The actual committees and names of such committees may change, and those referenced in this section are a sampling.

Location Committee – recommends a date and location for future membership annual meetings

Membership Committee – responsible for processing membership applications, renewals and maintains the official membership list.

Memorial Grants Committee – solicits applications, reviews submissions, recommends recipient(s) to Council, informs the winners, and facilitates the payment.

Nominating Committee – provides a slate of officers to Council no later than 14 days prior to the election at the annual meeting, and upon approval, presents the candidates to the members of EBBA.

Program Committee – responsible for arranging the program for the forthcoming annual meeting

### **ARTICLE 10 - DELETED**

### **ARTICLE 11 – ORDER OF BUSINESS**

#### **11.1 The order of business at Council meetings of EBBA shall be:**

- a) Reading of Minutes
- b) Officer’s Reports
- c) Committee Reports
- d) Communications
- e) Old Business
- f) New Business
- g) Nominations and Elections (annual meeting only)
- h) Adjournment

#### **11.2 Notice of Council Meeting**

The Secretary shall give notice of the Council meeting no less than forty-five (45) days before the meeting, along with a call for reports to be distributed to each member 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 no less than fourteen (14) days before the Council meeting.

## **ARTICLE 12 – CONSTRUCTION**

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

## **ARTICLE 13 - AMENDMENTS**

### **Section 13.1**

In order to amend the bylaws, a copy of the current bylaws, along with the suggested changes, shall be sent to Council thirty (30) days prior to the next Council meeting at which the bylaws will be discussed. Changes must be approved by a  $\frac{3}{4}$  vote by Council, and then submitted to Membership for approval.

The language of the proposed amendments shall be clear and precise and such amendments shall be adopted upon a majority of the members who vote. 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]”.

Bylaws shall be available to the membership online or by request.

## **ARTICLE 14 – 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 15 – PARLIMENTARY AUTHORITY**

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

## **ARTICLE 16 – INDEMNIFICATION AND INSURANCE**

### **16.1 Indemnification**

EBBA shall, to the extent provided by applicable law, indemnify all present and former officers, directors, employees and agents against any expenses, including attorney's fees, judgements, fines and amounts paid in settlement actually and reasonably incurred in connection with any action or proceeding in which they were made parties by reason of their being or having been officers, directors, employees or agents of the Corporation, except with respect to actions that were either illegal, undertaken in bad faith, or beyond the scope of authority granted to any such person.

### **16.2 Insurance**

EBBA may purchase insurance to cover its potential liability, including its liability for indemnification as provided above, for any present or former officer, director, employee or agent.