

# Bylaws of the Nuttall Ornithological Club, Inc.

*[These Bylaws were last amended at the June 2010 meeting of the Club.]*

## Article 1 **Name and Purpose**

Section 1: The Club shall be called the Nuttall Ornithological Club, Incorporated.

Section 2: Its purpose shall be to promote ornithology, to encourage acquaintance and discussion among its Members, to foster and uphold scientific methods and standards of accuracy, and to publish memoirs, journals, and other papers on ornithological subjects.

Section 3: The Club shall have a permanent fund of money, to be known as the "Endowment Fund," that shall hold money earned through investments and funds contributed from time to time to support the Club's publishing activities or contributed for other purposes not specifically allocated to publishing or to current operations. The Endowment Fund may be held in investment or cash accounts and need not be differentiated according to the various sources or as principal, current income, or accumulated income.

## Article 2 **Officers**

Section 1: The officers of the Club shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected at the Annual Meeting of the Club for a one year term; six elected Councilors, of whom two shall be elected at each Annual Meeting for a three year term; and a seventh Councilor who shall be a member of the Council as a result of being the immediate past President of the Club and a Club member in good standing. Each elected officer, unless sooner separated by death, resignation, or removal, shall hold office for the term to which elected, and until his or her successor is elected or appointed.

Section 2: Together the officers of the Club shall constitute the Council.

## Article 3 **Powers and Duties of the Council**

Section 1. The Council, half or more of whose members then actively serving shall constitute a quorum for the transaction of business, shall manage and control the property and affairs of the Club, shall direct the expenditure of its funds, shall superintend all Club publications, and shall perform other duties as may be prescribed in the Bylaws. The Council may act by vote of a majority of those Council members present in a meeting at which a quorum is present.

Section 2: The Council shall have its Annual Meeting prior to the Annual Meeting of the Club in December and shall meet at such other times as the President or three Council Members

may request. Each meeting shall convene on the call of the Secretary, who shall send a notice of the time, place, and proposed business to each Councilor at least five days before the meeting. Notices may be sent by any means appropriate to reach each respective Council Member, including, but without limitation, United States Postal Service mail, facsimile, courier, and e-mail.

Section 3: From time to time the Council may appoint committees and agents for such purposes and periods as it deems expedient but shall retain the power to terminate such appointments at pleasure. The Council may adopt, and from time to time amend, policies dealing with standards of conduct, conflicts of interest, and document retention.

Section 4. The Council, at its Annual Meeting, shall elect, from candidates proposed by the President, at least three Resident Members of the Club as Trustees of the Endowment Fund, and one or more Editors of the Club's publications, each of whom, unless sooner resigned or removed, shall hold office for the ensuing year or until a successor has been chosen. In its sole discretion, the Council may remove a Trustee or an Editor, at any time, for cause; it may add an Editor at any time; and it shall fill vacancies as they occur, whether from death, resignation, or removal.

Section 5. The Council may use the Endowment Fund for the publication of Club Memoirs and other papers relating to scientific ornithology, or for any other purpose within the general purposes of the Club set forth in Article 1, Section 2; and it may add any income, grant, gift, or bequest to the Endowment Fund.

Section 6. If the requirements of the Internal Revenue Service then in effect might expose the Club to penalties, interest, or increased levels of taxation as a result of failure to spend a certain percentage of the Club's assets on the Club's purposes during a fiscal year of the Club, then the Council may withdraw money from the Endowment Fund and direct the expenditure of these funds in a manner consistent with the general purposes of the Club, so as to avoid such penalty, interest, or increased level of taxation.

Section 7. Through the generosity of the late Charles H. Blake, the Club receives an annual distribution from the Charles H. Blake Trust. Money so received shall be held by the Treasurer with the operating funds of the Club but shall be accounted for as the "Blake-Nuttall Fund," and shall be used by making grants in support of ornithological research, conservation, and education. The Blake-Nuttall Fund will support grants for research, publication, education, and other worthy ornithology-related efforts. The Blake-Nuttall Fund shall be administered by the Blake-Nuttall Fund Committee. This Committee shall have at least two regular members, serving staggered two-year terms. One regular member shall be elected at each Annual Meeting of the Club. In addition, the Vice President shall serve *ex officio* on this Committee and shall be its Chair.

## Article 4 Powers and Duties of Trustees

Section 1. Subject to the overall direction of the Council, including the power to approve or withdraw approval of the portfolio manager provided for below, the Trustees are responsible for managing the Endowment Fund. The Trustees may perform their management responsibility directly or through an appropriate bank, trust company, or investment advisory firm serving as manager of the portfolio of assets held in the Endowment Fund. Should the Trustees engage such a portfolio manager for the Endowment Fund, that manager shall have the power to invest, sell, and reinvest all moneys and other property in the Fund put into its hands for that purpose. The Trustees shall be responsible for the oversight of the portfolio manager, for adoption from time to time in consultation with the portfolio manager of an appropriate investment policy, and for seeing that the investment policy adopted is followed.

Section 2. As part of their oversight responsibility, the Trustees shall require and review quarterly reports from the portfolio manager and, to the extent possible, meet in person with the portfolio management firm at least annually. The Trustees may instruct the portfolio manager to manage the portfolio on a “total return” basis, and the portfolio’s performance should be measured against an appropriate benchmark, selected by the Trustees in consultation with the portfolio manager, that measures performance of the same sorts of asset classes as those asset classes held in the Endowment Fund.

Section 3. At the Annual Meeting of the Council the Trustees shall present a written report that includes a detailed summary from the portfolio manager or the Trustees of investment and cash balances in the Endowment Fund complete to the close of the most recent fiscal year and the accounting report required by Article 14. The Trustees shall present a summary of the Trustees’ report and the accounting report to the Annual Meeting of the Club.

## Article 5 Duties of Officers

Section 1. In general, officers shall perform the usual duties of their positions, shall serve as Council Members, and shall perform such duties as prescribed, or as may be imposed by the exercise of powers granted to them, in these Bylaws.

Section 2. The President shall preside at meetings of the Club and the Council.

Section 3. The Vice President shall perform the duties of the President during the President’s absence, and as specified in Article 9, Section 1.

Section 4. The Secretary, or in his or her absence a Secretary *pro tempore* appointed by the President, shall keep a true record of the proceedings at all meetings of the Club and the Council. The Secretary shall maintain an accurate roll of the Members, showing their full names, addresses, and dates of election, and shall, during his or her term of office, be responsible for the Archives and records of the Club other than those of the Treasurer and the Trustees. The Secretary shall give notice of meetings of the Club and Council, in the

manner prescribed in Article 3, Section 2; Article 5, Section 4; Article 6, Sections 2 and 4; Article 10, Section 2; Article 12, Section 2; Article 13, Sections 3 and 4; and Article 16. The Secretary shall conduct the correspondence of the Club and shall notify all persons elected to membership or to office or appointed to committees or other positions. He or she shall report promptly to the Club all votes of the Council, and shall otherwise comply with these Bylaws, including without limitation Article 6, Sections 2 and 3.

Section 5. The Treasurer shall be subject to the direction and supervision of the Council. He or she shall have charge of all cash, bank deposits, and fiscal property, including unsold publications of the Club, except those assets held by the Trustees in accordance with the provisions of Article 4. The Treasurer shall collect and disburse the moneys of the Club, other than those held by the Trustees, and for this purpose shall have power to endorse for deposit or collection all checks, drafts, and similar instruments payable to the Club or its order. He or she shall keep, or cause to be kept, accurate books of account, and, at the Annual Meeting of the Council, shall present a detailed written report of all its receipts and expenditures during the last fiscal year and of its assets on hand at the end of the year, in such form and with such additional information as the Council shall from time to time direct, and he or she shall deliver with it the accounting report required by Article 14. In addition, the Treasurer shall present to the Annual Meeting of the Club a summary of his or her report to the Council and the accounting report. At other times, the Treasurer shall prepare such interim reports as the Council may request.

#### **Article 6 Nominating Committee**

Section 1. At the May meeting of the Club in each year the President shall appoint a Nominating Committee of not less than three Resident Members, who shall not be officers.

Section 2. The Nominating Committee shall present to the first regular meeting of the Club in October, and file with the Secretary, a list of nominees eligible for election as officers at the next Annual Meeting of the Club, and at least one nominee to serve as a member of the Blake-Nuttall Fund Committee. Within one week following the October meeting, the Secretary shall send the list of nominees to all Members.

Section 3. Additional nominations of eligible candidates for any office may be filed with the Secretary, in writing, over the signatures of at least three Resident Members, at least fourteen days before the Annual Meeting of the Club.

Section 4. The report of the Nominating Committee, and a list of any additional nominations meeting the requirements of Section 3 of this Article, shall be included with the call for the Annual Meeting.

## Article 7 **Eligibility for Office**

Section 1. No Member who is completing three consecutive terms as President or Vice President at the time of any Annual Meeting shall be eligible for election to the same office for the succeeding term.

Section 2. No Member of the Council who is completing a full elective term as Councilor at the time of any Annual Meeting shall be eligible to serve again on the Council, either by election or by appointment to fill a vacancy, during the next following year, unless he or she shall at such Annual Meeting be elected President, Vice President, Secretary, or Treasurer, in which event he or she shall serve on the Council *ex officio*.

## Article 8 **Election of Officers**

Section 1. Election of officers at the Annual Meeting shall be by written ballot, from the list of eligible nominees presented to the Club in accordance with Article 6. A nominee for any office shall be declared elected when he or she receives a majority of all ballots cast. In the absence of a majority, balloting shall continue. If no offices are contested, the Club may, by motion duly made and seconded, elect by acclamation on a single ballot the entire slate presented by the Nominating Committee.

Section 2. The election of any Member to an office for which he or she is ineligible shall be null and void.

## Article 9 **Vacancies among Officers**

Section 1. In case of the disability, resignation, removal, or death of the President, the Vice President shall perform the duties of the President until the next Annual Meeting.

Section 2. A vacancy in any other office shall be filled by majority vote of the Council for the remainder of the unexpired term.

## Article 10 **Membership**

Section 1. The Club shall have two classes of Members: Resident and Honorary. They shall be elected by the Council.

Section 2. Resident Members shall be persons with a serious interest in ornithology, who, at the time of their election, may be expected to attend meetings of the Club with reasonable regularity. Resident Members alone shall be entitled to vote on any matters of Club business, or to hold office. A candidate for membership shall be proposed by two or more Resident Members, given in writing to the Secretary on a form obtainable from the Secretary. Copies of any pending proposals for membership shall be circulated to the Members of the Council by the Secretary. The nomination may be acted upon during any subsequent meeting of the Council at which a quorum is present. Election shall require the affirmative vote of at least five (5) Members of the Council. The Council may elect or

exclude a candidate or may table a proposal for membership for further consideration. The Secretary shall promptly inform a candidate's sponsors of whatever action the Council has taken on a proposal for membership. Every newly elected Resident Member shall, within three months of the date of election, pay to the Treasurer an entrance fee in an amount to be determined by the Council from time to time. A new Member, from the date of election, shall be liable for dues in the same way as other Members. An excluded candidate may be re-nominated for membership after a period of not less than six months from the date of the vote by which he or she was excluded.

Section 3. Honorary Members shall be ornithologists of such eminence that the Club desires to honor them with special status, even though distance or lack of time may prevent their regular attendance at meetings. Persons enrolled as Resident Members may be considered for elevation to Honorary Membership. Honorary Members shall be elected in the manner set forth in Section 2 of this Article 10 but shall never exceed ten in number at any one time. They may attend meetings at their pleasure and take part in discussions of the Club. They shall not be liable for entrance fees or dues.

#### **Article 11 Dues**

Every Resident Member shall be subject to annual dues set by the Council and approved by a majority of Members voting at a meeting at which a quorum is present. Annual dues are payable on or before the date of the Annual Meeting. The Council may, by a three-fourths vote, exempt any Member from payment of dues.

#### **Article 12 Termination of Membership**

Section 1. Any Member whose dues or indebtedness to the Club remain unpaid for thirteen months may be removed from membership by Council action.

Section 2. Any Member may be expelled from the Club by a vote of three-fourths of the Resident Members present at a meeting specially called for the purpose, written notice having been mailed to each Resident Member at least thirty days previous to the date of such meeting.

#### **Article 13 Meetings of the Club**

Section 1. Regular meetings of the Club shall be held each month from October to June inclusive.

Section 2. The first regular meeting in December shall be the Annual Meeting. If by oversight, lack of a quorum, or otherwise, the Annual Meeting is not held on the date provided, a special meeting shall be called in its place, and any business or election which is accomplished at such meeting shall have the same effect as though the action had been taken at the Annual Meeting.

Section 3. Special meetings of the Club shall be called by the Secretary upon written request of the President or ten Resident Members.

Section 4. Notice of a regular meeting shall be communicated via email (or by surface mail to those members without e-mail) by the Secretary to each Resident Member at least five days before the date of the meeting. Notice of an Annual Meeting, or of a special meeting called in lieu thereof, or for any purpose, and of any meeting at which recommendation by the Council for alteration or amendment of these Bylaws is to be presented for action, shall be e-mailed (or via surface mail for members without e-mail) at least ten days before the date of the meeting. Notice of a meeting called under Section 2 of Article 12 of these Bylaws shall comply with the requirements of said Section.

Section 5. At any meeting of the Club, ten (10) Resident Members shall constitute a quorum for the transaction of business except as provided in Article 16.

### **Financial Statements**

Financial Statements of the Treasurer and of the Trustees shall be compiled at least once in each year by an independent certified public accounting firm appointed by the Council.

### **Article 15 Fiscal Year**

The Fiscal Year of the Club shall end on the thirtieth day of September of each year.

### **Article 16 Amendment of Bylaws**

Upon the specific recommendations of the Council, these Bylaws may be altered or amended at any meeting of the Club by a vote of three-fourths of those present and voting, provided that notice of the meeting has been given as prescribed in Section 4 of Article 13, that the subject matter of the proposed alteration or amendment has been stated in the notice of the meeting, and that not less than sixteen Resident Members are present at the time of voting.

### **Article 17 The Club's Archives**

As the oldest ornithological club in the United States in continuous existence, the Club's Archives are of historical importance, and the Council shall arrange for their maintenance. On a roughly annual basis or more frequently as may be convenient, the officers of the Club, the Trustees, and the Committees established from time to time shall deliver their official reports (or copies thereof) and important correspondence to the Secretary for placement with the Archives of the Club.