

# **Bylaws of The Alaska Bird Club**

## **ARTICLE 1 – THE CORPORATION**

SECTION 1. NAME. The name of the corporation shall be The Alaska Bird Club.

SECTION 2. PRINCIPAL OFFICE. The Principle office of this Corporation shall be located in the City and Municipality of Anchorage, State of Alaska.

SECTION 3. This Corporation shall have a corporate seal which shall be a circular impression of the name of the corporation and a drawing of a parrot with the date 1990.

SECTION 4. INSIGNIA. The Corporation shall contain the name “The Alaska Bird Club” along with a drawing of a parrot.

## **ARTICLE II – OBJECTS AND PURPOSES**

The Objective and purpose of The Alaska Bird Club is to promote and enhance avicultural awareness though implementation of the club’s mission statement: The Alaska Bird Club’s mission is to promote responsible avian ownership through education and when possible, to provide rescue and adoption services for abandoned and unwanted birds in communities across Alaska.

Companion birds (psittacines and passerines) here afterwards will be referred to as birds.

The Alaska Bird Club meetings are open to the public.

## **ARTICLE III – MEMBERSHIP**

SECTION 1. GENERAL. Any person interested in aviculture shall be eligible for membership, regardless of race, creed, color, sex, age, handicap or natural origin, and need not own a bird.

SECTION 2. MEMBERSHIP. The membership of The Alaska Bird Club, hereinafter referred to as The ABC,” shall consist of two (2) classes of members; (a) Individual and (b) Family.

(a) Individual Member. This shall be any person who has submitted their application, paid their dues in advance for one (1) calendar year. Active members shall be able to vote on all issues put before the group or ballot. They may hold an office or be on the Board of Directors. They shall receive the newsletter, information, and literature that has been approved by the Membership Committee. Individuals must be 18 and over or an emancipated minor.

(b) Family Membership. Family membership shall consist of spouse and/or those dependent children, living with parent member. At least one member of the family must be qualified as an Individual member. One member of the family may be qualified to hold office and vote unless otherwise unqualified. They will receive one published newsletter to be shared with all family members.

SECTION 3. ANNUAL DUES. Annual Dues for Individual and Family memberships shall be in such amount as shall from time to time be determined by the Board of Directors, due in January of each year. Any membership terminates if dues are sixty (60) days in arrears, but the member may be reinstated upon payment of accrued dues.

## **Bylaws of The Alaska Bird Club**

SECTION 4. FISCAL YEAR. The fiscal year of The ABC shall begin on January 1 and end on December 31 of each year.

SECTION 5. REMOVAL FROM MEMBERSHIP. Any member may be removed from membership, through a process governed by applicable Alaska Statutes and club Policies & Procedures.

SECTION 6. FORFEITURE. Upon the termination of membership of any member for whatever cause, said member shall forfeit all rights and privileges as a member of The ABC and shall forfeit all interest, property or otherwise, therein.

### **ARTICLE IV – MEETINGS OF MEMBERS AND BOARD OF DIRECTORS**

SECTION 1. Meeting of Members. Meetings of members shall be held monthly when practicable. The time and place of meetings shall be determined by the Board of Directors and due notification given to the membership. Each Individual membership shall be entitled to one vote. Each family membership shall be entitled to one vote. Twenty-five percent (25%) of the total voting membership must be present to constitute a quorum for voting on club business. A simple majority shall be required to pass any motion at any meeting of the members, unless otherwise provided.

SECTION 2. ANNUAL MEETING. An annual meeting of the membership shall be held in the month of December or on such date at such time and place as the Board of Directors shall designate. The election of officers shall be held at this meeting.

SECTION 3. ELECTION. The Officers and Director of The ABC shall be elected by a majority of the membership present at the annual meeting. Such election shall be by ballot cast in person, by e-mail, regular mail, or other means, if so moved and carried. A majority vote cast for any nominee is sufficient for election.

SECTION 4. SPECIAL MEETINGS. A special meeting of the members may be called at any time by the President, by a majority of the Board of Directors, or by twenty-five percent (25%) of the voting membership.

SECTION 5. MEETINGS OF THE BOARD OF DIRECTORS. Meetings of the Board of Directors shall be held at such places and times as called by the President or by a majority of the Board. A quorum for the transaction of business at any meeting of the Directors shall consist of at least fifty percent (50%) of the total number of the Board then in office. A simple majority shall be required to pass any motion at any meeting of the Board, unless otherwise provide.

SECTION 6. PROCEDURE. Meetings shall be conducted in accordance with Roberts Rules of Order.

SECTION 7. NOTICE OF MEETING. Notice of meetings stating the place, day, and time shall be delivered not less than (10) days before the date of the meeting. In the event of a special meeting, the purpose must also be noted. Notice can be by delivered in person or by phone, by mail, by email, via Newsletter or website posting, by the President, Secretary, officer, or the person calling the meeting. Notice must be provided to each member who is entitled to attend the called meeting.

## **Bylaws of The Alaska Bird Club**

SECTION 8. PROXIES. Voting at membership meetings may be accomplished via a vote by proxy executed in writing (email) by the member in good standings. Proxies would be forwarded to the President to be tallied at the meeting. Proxy votes for the Board of Directors will be forwarded to the designated nominations committee chair.

### **ARTICLE V – BOARD OF DIRECTORS**

SECTION 1. TERM. The Board of Directors shall be composed of the officers of The ABC, the President Emeritus of The ABC, the Sergeant At Arms, the Member At Large, Publications Director, Adopt-A-Bird Director, and a number of Directors at large to be approved by the board as needed. The terms of all Directors shall commence at the close of the annual meeting at which he is elected and continue for one year until the close of the next annual meeting.

SECTION 2. GENERAL POWERS. The control and management of the affairs and business of The ABC shall be vested in the Board of Directors. The actions and decisions of the Board shall, in certain situations, be subject to the approval of the membership of the ABC. Without prior approval of 25% of the current membership, the TABC Board shall not commit the membership of TABC:

- to any projects continuing for more than one year
- merge or affiliate The ABC with any other group, organization, corporation or partnership
- commit the financial resources of The ABC on out-of-the-ordinary expenditures without the approval of a majority of the quorum present at a properly called meeting of the membership.

SECTION 3. REMOVAL. Any member may be removed from membership, through a process governed by applicable Alaska Statutes and club Policies & Procedures.

SECTION 4. VACANCY. If the office of any Directory becomes vacant for any reason, the Board of Directors will solicit volunteers in order to choose a successor or successors. This will be accomplished by a majority vote of a quorum of the Board. The successor or successors will hold the office the remainder of the term in respect of which such vacancy occurred.

SECTION 5. COMPENSATION. The Directors shall serve without compensation.

SECTION 6. ELIGIBILITY. Any Individual or single voting Family Membership, that has paid their dues and are in good standing shall be eligible for election or appointment to the Board of Directors.

### **ARTICLE VI – OFFICERS**

SECTION 1. OFFICERS. The elected officers of the TABC Board shall be a President, a Vice-President, a Secretary, a Treasurer, a Member at Large, and a Sergeant at Arms. The appointed officers of the TABC Board will be the Directors or Chairpersons of TABC Standing Committees; such the Publication Director, Lost and Found Chairperson, Emergency Preparedness Director, and the Adopt a Bird Director. Any paid Individual member or a representative for a Family Membership in good standing shall be eligible for election as an officer. The officers shall serve for one year until their successors are duly elected. The term of the Officers shall commence at the close of the annual meeting at which they are elected and continue for one year until the close of the next annual meeting.

## **Bylaws of The Alaska Bird Club**

SECTION 2. **PRESIDENT.** The President shall be the chief executive officer of The ABC, presiding over all meetings of the Board of Directors and of the members. The President will manage the business of The ABC and shall see that all orders and resolutions of the Board and the members are implemented. The President shall solicit nominations for various committee chairs to be approved by the Board of Directors. The president also acts as a voting member of all Standing Committees. The President and the Secretary will be responsible for signing all written contracts and obligations, once a quorum approval from the Board of Directors have been obtained.

SECTION 3. **VICE PRESIDENT.** The Vice President shall perform such duties as are perform such duties as are prescribed by the Board of Directors. Subject to the provisions of this section, the Vice President shall perform the duties and have the powers of the President in the event of their absence or disability. If the President and Vice President are absent from any meeting, the Secretary or the Treasurer, in that order, shall call the meeting to order and continue the meeting on their behalf.

SECTION 4. **SECRETARY.** The Secretary shall record and maintain copies of any correspondence related to the activities of The ABC. The Secretary will attend Board and Membership meetings, but may or may not attend Committee meetings at their own discretion. The Secretary will supply the Board of Directors copies of the previous meeting before each monthly meeting. The Secretary shall maintain accurate records of meetings and activities of The ABC and of the Board. The Secretary will be responsible for the records, documents, committee reports and inventory records of The ABC, unless the inventory record is designated to a committee director or chairperson (such as Lost/Found-Rescue and Adopt-A-Bird). The Secretary will keep a copy of the Bylaws in the principal office of The ABC, a current signed and approved version of the Bylaws. These are subject to inspection by members of the public upon request at all reasonable times. The President and the Secretary will be responsible for signing all written contracts and obligations, once a quorum approval from the Board of Directors has been obtained. If the President and Vice President are absent from any meeting, the Secretary or the Treasurer, in that order, shall call the meeting to order and continue the meeting on their behalf.

SECTION 5. **TREASURER.** The Treasurer shall have custody of all funds of The ABC and shall keep a complete and accurate accounting of all income and expenses. The Treasurer shall deposit all moneys, in the name of The ABC in such designated depositories as designated for that purpose by the President or Board of Directors. The Treasurer will keep an accurate evaluation of the club's property and assets. The Treasurer shall collect the dues and give a full accounting of receipts and expenditures at regular meetings. The Treasurer is responsible for the biannual filing of the appropriate tax information and will have the appropriate form available upon request. The Treasurer will notify individual delinquent members and keep a record of all those dropped from membership including the reason why. The Treasurer shall disburse the funds of The ABC as ordered by the Board, or as ordered by a majority vote of the members present at a properly called meeting. The Treasurer is responsible for maintaining all receipts of financial transactions and shall provide them upon request of the Board of Directors and/or a member at meetings. An independent audit of the Treasurer's records will be conducted by a designee appointed by the Board of Directors at least annually. If the President and Vice President are absent from any meeting, the Secretary or the Treasurer, in that order, shall call the meeting to order and continue the meeting on their behalf.

## **Bylaws of The Alaska Bird Club**

SECTION 6. REMOVAL, VACANCY, AND COMPENSATION. All rules and regulations pertaining to removal, vacancies, and compensation of officers are identical to those for Directors covered in Section 3, Section 4, and Section 5, of Article 5 and in accordance with The ABC Policy & Procedures and Alaska Statutes.

SECTION 7. GENERAL POWERS. Subject always to the direction of the Board of Directors and/or the members, the officers are authorized to carry out and perform business activities of The ABC.

SECTION 8. IMMUNITY OF CONDUCT. Each and every Board member shall enjoy immunity from personal liability monetary damages for his/her conduct as a Board Member or officer of the club. Such immunity, however, does not eliminate or restrict liability for acts or omissions that involve intentional misconduct, or a knowing violation of a criminal law, or for any transactions from which the board members received a personal benefit in the money, property or services to which he/she is not entitled. This is also in accordance with the Alaska Statutes and Regulations.

### **ARTICLE VII – COMMITTEES**

SECTION 1. IN GENERAL. This section shall apply to all committees, except as otherwise specified. All chairpersons shall be appointed or designated for a term of one fiscal year, as provide by Article IV, Section 3 of these Bylaws, and until their respective successors have been appointed. If a committee chairperson shall vacate their participation in the committee for any reason, a successor shall be appointed or designated by the Board. A simple majority of the membership of each committee shall constitute a quorum for the transaction of business.

SECTION 2. COMMITTEES. The Board may establish committees, which shall be vested with such powers and duties as the Board may determine. Members of committees may be removed for cause by the Board. Committee Chairs may be removed for cause following The ABC Policy and Procedure for Removals. Operational descriptions of each committee will be found in the Standing Rules.

### **ARTICLE VIII – NOMINATIONS AND ELECTIONS**

SECTION 1. NOMINATING COMMITTEE was removed. It is now located in the Standing Rules.

SECTION 2. ELECTION was moved to ARTICLE IV – MEETINGS OF MEMBERS AND BOARD OF DIRECTORS and is now SECTION 2.

SECTION 3. FISCAL YEAR was moved to ARTICLE III – MEMBERSHIP and is now SECTION 4.

### **ARTICLE IX – CHANGE OF BYLAWS**

Changes to The ABC Bylaws maybe amended or repealed, and new bylaws approved and implemented consistent with the provisions of the Articles of Incorporation and applicable Alaska Statutes and Regulations, may be made at any meeting of The ABC at which a quorum shall be present, by the affirmative vote of not less than two-thirds of the members present. However no amendment, repeal, or new Bylaw may be made at any meeting, without providing a minimum of twenty days prior to meeting notice.

## **Bylaws of The Alaska Bird Club**

### **ARTICLE X – DISSOLUTION**

In the event of the entire or partial termination, or dissolution of The ABC in any manner or for any reason whatsoever, the assets of The ABC which remain after payment or making provision for payment of all liabilities for The ABC shall be distributed exclusively to charitable organizations for purposes as described in the most current Internal Revenue Code as it relates to Section 501 (c) (3) and in accordance with the Alaska Statutes and Regulations.

### **ARTICLE XI – LIMITATION OF PERSONA LIABILITY AND INDEBTINESS**

This section was moved to ARTICLE VI – OFFICERS and is now SECTION 8.

### **ARTICLE XII – ADOPT BY LAWS**

These bylaws shall be adopted by a majority vote of the members voting at the time of its proposal for ratification of no less than two-thirds of the members present at the designated meeting. These bylaws shall be in full force and effective immediately upon their adoption.

On *March 4<sup>th</sup>* 2008, these bylaws were approved and adopted by the following members of The Alaska Bird Club: The Board of Directors: **Leanna Rein** – President, **Susan Allen** - Secretary **Ann Gilley** – Treasurer, **David Allen** - Member-at-Large, **Amber O’Neil** - Sergeant-at-Arms **Cindy Welbourne** - Adopt-A-Bird Director, and a majority vote of all members attending this meeting.