

BYLAWS of AMERICAN BIRDING ASSOCIATION, INC.

ARTICLE I: NAME AND ENTITY

The NAME OF THE CORPORATION SHALL BE “American Birding Association, Inc.” (hereinafter referred to as the “Association”.) The Association is a Texas not-for-profit charitable corporation that seeks to inspire all people to enjoy and protect wild birds.

ARTICLE II: MEMBERSHIP

Section 1. Members

Any person interested in the purposes and objectives of the Association is eligible for, and shall obtain, membership upon the payment of dues to the Association.

Section 2. Classes of Membership

Membership classes shall be “individual” and “joint” and the characteristics, qualifications, rights and limitations thereof shall be determined from time to time by the board of directors.

Section 3. Dues

- (a) Classes.** Dues for the classes of membership and any subdivisions of a class as established from time to time by the board of directors shall be payable at the time of application, and thereafter upon expiration of the period of the respective membership obtained.
- (b) Nonpayment.** A membership, and the corresponding rights and privileges thereof, shall be suspended if the dues payment is not received within 60 days of the time it is payable. If a member subsequently pays all dues in full, said member shall be in good standing.

Section 4. Meetings of the Members

- (a) Annual Meeting.** The annual meeting of the members of the Association shall be held at such time and place as the board of directors may determine.
- (b) Special Meeting.** Special meetings of the members of the Association may be called by the Chair of the board, a majority of the board of directors, or by a written petition signed by at least ten percent (10%) of the members in good standing, calculated as of December 31 of the year preceding the date of the special meeting.
- (c) Notice of Meetings.** Notice of any meeting of the members stating the place, date, and hour of the meeting shall be sent by mail not less than ten (10) nor more than sixty (60) days prior to the date of the meeting, to each member in good standing. In the case of a special meeting, the notice shall state the purpose(s) for which it is being called and the person(s) by whom it is called. All notices may be published in any scheduled publication of the Association, in lieu of mailing individual notices. If mailed, the notice of any meeting shall be deemed delivered when deposited in the United States Mail, addressed to each

member at the address that appears on the records of the Association, with postage thereon prepaid.

- (d) Qualification of Voters.** All members in good standing shall be entitled to one vote on each matter submitted to a vote of the members at any regular or special members' meeting. A joint membership is entitled to two (2) votes, but no individual may cast more than one (1) of the joint votes.
- (e) Quorum.** One hundred (100) members in good standing, present in person or by proxy, shall constitute a quorum at any regular or special meeting. In the event that a quorum is not present at any meeting, the presiding officer may adjourn the meeting from time to time until a quorum is present.
- (f) Proxies.** At any meeting of the Association, every member in good standing may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. Such proxy shall be valid only for the meeting and issues for which it is given, unless otherwise provided in the proxy or bylaw. The board of directors shall cause a form of proxy to be mailed to each member in good standing. The form of proxy shall be sent not less than ten (10) nor more than sixty (60) days prior to the date of the meeting, and shall contain the issues which will be presented to the members for vote at the meeting that are known at the time the proxy is prepared and mailed. Any member seeking to bring an issue before a meeting of the members shall submit a written notice thereof to the Association's executive offices not less than one hundred and twenty (120) days nor more than one hundred and fifty (150) days prior to the annual meeting, the date of which shall be fixed by the board of directors not less than one hundred eighty (180) days in advance. No member shall be allowed to use the funds of the Association to solicit proxies from the members, either directly or indirectly. Any member who seeks to solicit proxies shall submit the proposed proxy material to be delivered to the members of the Association and prepay the mailing cost for the proxy material.

Section 5. Termination of Membership.

A membership may be terminated by one of the following methods: (a) failure of the member to pay the renewal dues when the same are due and payable, or (b) the filing with the Secretary of a written notice of termination by the member, or (c) with or without cause by a majority of the board of directors. The event of termination shall not entitle any member to a refund of dues. The board of directors shall have the right to refuse to accept payment of membership dues from any person. Terminated members, or individuals refused into membership, shall not be considered in good standing and shall not be entitled to vote.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Powers.

The direction, policies, management and budgets of the Association shall be established by its board of directors and executed by its officers and employees. The board shall have oversight responsibility to ensure that its direction, policies,

management and budgets are implemented and that the Association is being properly managed.

Section 2. Qualifications.

All members of the Association in good standing and over the age of eighteen (18) years are eligible to serve as directors. Criteria and standards for board qualification shall be established by the Board Governance Committee. No board member shall have a conflict of interest with the Association.

Section 3. Number, Term of Office and Voting.

- (a) **Number.** The board of directors shall consist of no fewer than nine (9) nor more than twenty-one (21) members, each of whom shall be elected by the members of the Association to serve a three-year term. Within these limits, the number of directors at any given time shall be set by the board.
- (b) **Terms.** There shall be three groups of directors arranged so one group is elected each succeeding year. At the expiration of the term of office of each group of directors, the term of each new group will be a three year period commencing upon election by the members. All directors shall hold office for said term until their successors shall have been elected. The term of any director whose board position will be discontinued shall end on the date of the annual meeting in the year during which their term expires. No person may serve as director longer than nine consecutive years.
- (c) **Election.** The Board Governance Committee shall recommend candidates for nomination to the position of director and submit the nominations not less than sixty (60) days prior to the annual meeting of the membership of the Association at which the election for directors of the Association will take place. The board of directors shall determine the nominees, and the Secretary of the Association shall cause the names of the nominees for directors of the board to be published to the members of the Association not less than ten (10) nor more than sixty (60) days prior to the annual meeting of the Association.

Section 4. Chair & Vice Chair of the Board

- (a) **Chair.** The Chair of the board of directors shall preside at all meetings of the members of the Association and the board of directors and its Executive Committee and, in general, shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the board of directors from time to time.
- (b) **Vice Chair.** In the absence of the Chair of the board, or in event of the Chair's inability or refusal to act, the Vice Chair (or in the event there be more than one Vice Chair, the Vice Chair in the order of their election) shall perform the duties of the Chair, and when so acting, shall have all the powers of, and be subject to the restrictions upon, the Chair. Any Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or by the board of directors.

- (c) **Election of Chair and Vice Chair.** The Chair of the board shall appoint, with the approval of the board, a nominating committee for the purpose of proposing candidates for the position of Chair and Vice Chair of the board. The committee shall consist of three or more directors, and shall make its report to the board not less than thirty (30) days prior to the meeting at which the individuals nominated shall be proposed for election. The Chair and Vice-Chair shall serve a two-year term upon election unless a shorter term is prescribed by the board of directors or in the event of the expiration of their length of service as a director.

Section 5. Vacancies.

Any vacancy occurring on the board of directors by reason of an increase in the number of directors shall be filled by a vote of the members at the next annual meeting following the increase. A vacancy caused by the departure of a director between annual meetings may be filled for the unexpired term of the vacancy by a vote of the majority of directors then in office.

Section 6. Compensation.

The directors of the Association shall receive no compensation for their services as directors, but may be reimbursed for expenses reasonably incurred by them in the performance of their duties. A director may be compensated for services rendered to the Association in a capacity other than as director, after approval of said services and/or charges by the Executive Committee or by a majority of the board in attendance at any board meeting, the interested director abstaining.

Section 7. Meetings of the Board of Directors.

- (a) **Regular Meetings.** The board of directors shall hold at least one regular meeting in each calendar year at a time and place to be determined at its discretion.
- (b) **Special Meetings.** Special meetings of the board of directors shall be held whenever and wherever called by the Chair, The Executive Committee, or by five (5) or more directors.
- (c) **Notice.** Notice of each meeting of the board of directors, stating the place, date and hour of the meeting, and, in the case of special meetings, the purpose therefore shall be sent to each director not less than seven (7) nor more than fifty (50) days prior to the date of the meeting. Notice of any special meeting may be in writing, delivered personally or sent by mail, email or facsimile, to each director at their address as shown in the records of the Association, or by telephone call, provided such telephone call is directly received by the director. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by facsimile, such notice shall be deemed to be delivered when the facsimile is sent and confirmation of receipt is received by the facsimile sender. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director

attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

- (d) **Quorum.** A quorum shall consist of at least one-half (1/2) of the members of the board of directors, present in person.
- (e) **Proxies.** At any meeting of the board of directors, any director may vote by proxy, executed in writing by the director. Such proxy shall be valid only for the meeting and issues for which it is given. No proxy shall be valid after three months from the date of its execution.
- (f) **A majority of the directors** present at any meeting, whether or not a quorum is present, may adjourn that meeting to another time and place without further notice.

Section 8. Committees.

- (a) **Executive Committee.** The Executive Committee shall implement the responsibilities and authority of the board of directors on an interim basis between meetings of the board of directors. All actions of the executive committee shall be subject to the approval and ratification by the board. The committee shall consist of the Chair of the board and no fewer than three other directors appointed by the Chair of the board and approved by the board. The Chair of the board may also appoint to the committee, on an ad hoc and non-voting basis, any member with particular knowledge or expertise to serve for a specific purpose, the duration of such service to be limited to that required for such purpose, subject to the prior approval of the board.
- (b) **Checklist Committee.** The Checklist committee shall assemble for publication a master checklist of the birds of North America. For purposes of the checklist, "North America" shall be defined as the continental United States (including the District of Columbia), Canada, St. Pierre and Miquelon, and adjacent waters to a distance of 200 miles from land or half the distance to a neighboring country, whichever is less. In the western Gulf of Mexico, the latitude of the Mexican border at the coast shall be taken as the southern limit offshore. The checklist shall be revised from time to time by the committee, and shall serve as the basis for all North American Life lists and other types of lists recognized by the Association for areas that include, or are included by, North America as delineated herein. The committee shall consist of five or more members and shall file its report annually with the board of directors.
- (c) **Recording Standards and Ethics Committee.** The Recording Standards and Ethics Committee shall establish and amend the rules and procedures for the submission to, and publication by, the Association, of both bird lists and Big Day Reports, and shall be responsible for the wording of the Association Code of Birding Ethics, and will address policy concerns regarding issues of birding ethics as they apply to the Association. In submitting such lists or reports a member shall be required to adhere to the decisions of this committee as approved by the board. The committee shall consist of three or more members.

- (d) **Board Governance Committee.** The Board Governance Committee shall obtain and nominate candidates for the board of directors of the Association, and shall periodically review, and recommend to the board, the criteria for selection of directors. The committee shall follow the nomination procedures set forth in Article III, Section 3, of these bylaws.

The committee shall evaluate the operations and performance of the board, its members, and committees, for the purpose of determining whether the board and its members are fulfilling their responsibilities to each other, and to the Association, its bylaws, goals and objectives. The committee may recommend to the board of directors the retention or replacement of board members.

The committee shall consist of five (5) members, three (3) of whom shall be the Chair of the board of directors and two (2) other directors.

- (e) **Other Committees.** The board shall maintain committees which have responsibility for advising the board regarding finance, administration, development, membership, publications and any other function as determined by the board; the functions may be accumulated in one or more committees. The board may create other committees by a resolution adopted by a majority of the directors present at a meeting of the board.
- (f) **Appointment of Committee Members.** Members of each committee shall be members of the Association, and the Chair of the board shall appoint the members thereof, subject to the approval of the board. Any committee member may be removed whenever, in the judgment of the Chair of the board of directors and the Executive Committee, the best interest of the Association shall be served by such removal. Each member of a committee shall continue as such until the next meeting of the directors of the Association, or until said member's successor is appointed, or unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member of the Association. No individual may hold a position on the same committee for more than nine (9) consecutive years.
- (g) **Meetings of the Committees.** Meetings of committees shall be held in such a manner and at such time and place as shall be fixed by the chair of the committee. Unless otherwise provided by the board of directors, a majority of all members of a committee shall constitute a quorum, and the majority vote of the members present shall be the act of the committee.
- (h) **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 9. Resignations and Removal of Directors.

- (a) **Resignation.** Any director of the Association may resign at any time by written notice to the Chair of the board or to the Secretary. Such resignation shall take effect at the time specified therein, or, if no time is specified, then upon delivery.

- (b) **Removal.** Any director may be removed as a director, for cause, by a two-thirds majority vote of the directors present in person or by proxy at any duly constituted meeting of the board of directors.

ARTICLE IV: OFFICERS

Section 1. Number

The officers of the Association shall be a President, Vice-President, Treasurer, Secretary, and such other officers as may be created or authorized by the board, at its discretion, including one or more Vice-Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers. Persons holding such offices shall be supervised by the President and shall have the authority to perform the duties described from time to time by the board of directors or the President. The officers shall implement the direction, management policies and budgets as established by the board of directors. The officers shall not be members of the board of directors. The officers may delegate duties to other employees of the Association as approved by the executive committee or the board of directors.

Section 2. Qualifications, Removal and Resignation.

Officers shall be members of the Association. Any officer appointed by the board of directors may be removed by a majority vote of the board of directors whenever in its judgment the best interests of the Association would be served thereby.

An officer may resign at any time by giving written notice to the President, or, if the President, to the Board Chair. Such resignation shall take effect at the time specified therein, or, if no time is specified, then upon delivery.

Section 3. President.

The President shall be the chief executive officer of the Association, and shall be responsible to the board of directors. The President shall provide leadership and implement the direction, policies and budgets of the Association as established by the board of directors. The President shall have the responsibility for the day-to-day management of the Association and all of its employees and shall do so within the direction policies and budgets established by the board of directors. The President's responsibilities include, but shall not be limited to, apprising the board of directors regarding the condition of the Association and of external developments that could affect the condition of the Association, and providing consistent achievement of the Association's mission, policies, and objectives and assuring the custodianship of the Association's finances and assets. The President may be removed with or without cause by a majority vote of all directors present at any duly constituted meeting of the board.

Section 4. Vice-President.

The Vice-President(s) shall perform the duties and exercise the powers assigned to that office by the President and shall have such other powers and perform such other duties as may be authorized by the policies and budget set by the board of directors and supervised by the President.

Section 5. Treasurer.

The Treasurer is responsible for providing general direction, oversight and review of the financial operations of the Association including such matters as banking and investments, fund and investment management, accounting, audit, reporting, controls, and measurements, ensuring that legal requirements and policies and budgets established by the board of directors are properly executed, and reporting regularly to the board of directors and the members on the financial status of the Association. The Treasurer may delegate such details of the performance of duties of the office as may be appropriate in the exercise of reasonable care to one or more persons in his stead, but shall not thereby be relieved of responsibility for the performance of such duties. The Treasurer shall also ensure the performance of such other duties customarily incident to the office of Treasurer. The Treasurer shall perform such other duties as from time to time may be assigned by the President, and shall report to the President, and shall execute the direction, policies and budgets established by the board of directors.

Section 6. Secretary.

It shall be the duty of the Secretary to see that all notices required to be given by the Association are duly given; to keep a current list of the Association's members, directors and officers, and their mailing addresses; to be the custodian of the seal of the Association and affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same, and to be the designated custodian of all business records of the Association.

ARTICLE V: ANNUAL AUDITOR'S REPORT

Section 1. Contents.

The Treasurer shall annually prepare and mail to each director an auditor's report prepared and verified by a certified public accountant showing in appropriate detail the following:

- (a)** The assets and liabilities, including the trust funds, of the Association as of the last twelve-month fiscal period ending prior to each annual meeting of the Association.
- (b)** The principal changes in assets and liabilities, including trust funds, during the same fiscal period.
- (c)** The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the same fiscal period.
- (d)** The expenses and disbursements of the Association, for both general and restricted purposes during the same fiscal period.

Section 2. Filing and Publication.

The annual auditor's reports shall be filed with the records of the Association, and a complete copy shall be available to members at the offices of the Association, at the offices of the Association's registered agent, and where required by law. A complete

abstract of the auditor's report shall be entered into the minutes of the proceedings of the next annual meeting of the membership and shall be published each year in any scheduled publication of the Association.

ARTICLE VI: PUBLICATIONS

Section 1. Official Publication.

The Association's official publication is BIRDING. Every member shall be entitled to receive BIRDING for the duration of the membership, commencing with the first issue published after the receipt of that member's dues payment.

Section 2. Other Publications.

From time to time the board of directors may authorize the publication or sponsorship by the Association of books, pamphlets, articles, magazines, and other publication.

Section 3. Refusal to Publish

The Association, through the President or the Editor of each Association publication, or the board of directors, shall have the absolute right to refuse the inclusion, in any Association communication medium or publication, of any bird list, article, letter, still photograph, motion picture, advertising material or other form of communication submitted by any person or organization, with or without cause at the Association's sole discretion.

ARTICLE VII: TRANSACTIONS WITH DIRECTORS, OFFICERS, AND EMPLOYEES

The Association may enter into contracts or transact business with one or more of its directors, officers, or employees or with any corporation, association, trust company, organization, or other entity in which one or more of the Association's directors, officers, or employees happen to be directors, officers, trustees, beneficiaries, or stockholders, or otherwise interested; or into other contracts or transactions in which any one or more of this Association's directors, officers, or employees may be in any way pecuniary or otherwise interested, PROVIDED, however, that the board of directors of the Association shall receive full disclosure of the nature (including the extent and details) of the interest of such director, officer, or employees and such contract or transaction shall be authorized, ratified, or approved by a majority of the directors present at any duly constituted meeting, except that the interested director shall abstain from voting on said issue.

ARTICLE VIII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall, to the maximum extent permitted by law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the Association. For purposes of this

section, an “agent” of the Association includes any person who is or was a director, officer, employee or other agent of the Association or is or was serving at the request of the Association as a director, officer, or employee.

In order to meet any of its obligations under this article, to the extent that coverage is available and provided that the premium is reasonable in an amount in relation to the coverage provided, the Association may purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity, or arising out of the agents status as such, whether or not the Association would have the power to indemnify the agent against liability under the provisions of this article.

ARTICLE IX: PROPERTY

Section 1. Execution of Contracts.

The board of directors, except as otherwise provided in these bylaws, may authorize any officer or agent or employee, in the name of and on behalf of the Association to enter into any contract, or execute and deliver any instrument. Such authority may be general or confined to specific instances, but unless so authorized by the board of directors or expressly authorized in these bylaws, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily in any amount for any purpose.

Section 2. Loans.

No loans shall be contracted on behalf of the Association unless specifically authorized by the board of directors.

Section 3. Evidences of Indebtedness.

All checks and drafts on the Association’s banking accounts, and all bills of exchange, promissory notes, and all acceptances, obligations, and other instruments for the payment of money, or other evidences of indebtedness, shall be signed by the Treasurer or other officer, as shall be duly authorized from time to time by the board of directors.

Section 4. Deposits

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, investment accounts (including bonds or equities) or other depositories as the Treasurer and appropriate board committee may select.

Section 5. Bequests and Trusts.

The Association may accept gifts, bequests and trust which benefit the purposes of the Association.

Unrestricted gifts of cash, securities or other negotiable instruments shall be promptly deposited in an Association account. Unrestricted gifts of real or personal property shall not be accepted without prior approval of the board of directors.

A gift, bequest or trust interest which contains restrictions on its use shall not be binding on the Association without the approval and acceptance of the terms by the board of directors of the Association. The board of directors may establish accounting practices, endowment funds, and financial management policies regulating the investment of unrestricted or restricted gifts, including funds from restricted gifts which exceed the restricted purpose.

Section 6. Mailing Lists.

The use of the mailing list of the members for any use whatsoever without the express written consent of the board of directors, or President is strictly prohibited.

ARTICLE X: FISCAL YEAR

The fiscal year of the Association shall commence at the beginning of the first day of January of each calendar year and end at the conclusion of the thirty-first day of December of that year.

ARTICLE XI: GENERAL

Section 1. Seal.

The Association's corporate seal shall be in the form of a circle and bear the full name of the Association and the year of its incorporation.

Section 2. Notices.

All notices required by these bylaws shall be in writing and mailed to all members in good standing at the address appearing on the books of the Association, unless a member shall have filed with the Secretary a written request that notices be mailed to another address, in which case it shall be mailed to the address designated in the request. Any notice requirement may be waived in writing by the member, or by his attending the subject meeting without filing a written protest of notice thereof with the Secretary.

Section 3. Masculine and Feminine.

The masculine when used in these bylaws means the masculine and feminine wherever applicable.

Section 4. Construction.

These bylaws shall be construed in accordance with the laws of the State of Texas.

Section 5. Procedure at Meetings.

Except where otherwise provided by these bylaws, Robert's Rules of Order, latest edition, shall be used to decide questions of procedure or order at any meeting of

members. The board of directors or the committees may choose other Rules of Order at their discretion.

ARTICLE XII: AMENDMENTS

Section 1. Amendments.

These bylaws may be altered, amended, or repealed by a majority vote of the members, eligible to vote, present in person or by proxy at any regular or special meeting thereof.

Section 2. Notice.

The notice of any meeting at which an amendment to these bylaws is to be considered shall state that fact and state the exact proposed working of the amendment. Notice of such meeting shall be given as required herein.

Section 3. Effectiveness.

Amendments to these bylaws adopted at a duly constituted meeting of the members shall become effective immediately upon the adoption thereof, unless otherwise stated in the amendment.