

BY-LAWS  
of  
The State College Bird Club, Inc.

Preamble:

The members of this group have organized to (1) collect and share ornithological knowledge of wild avian species and (2) support selected endeavors that protect wild avian species and other natural resources.

Objectives:

The objectives of the club are to:

1. Foster and promote the knowledge, protection, appreciation and conservation of the bird life and natural resources of central Pennsylvania and beyond.
2. Support and conduct scientific and educational projects related to objective one (1) above.
3. Cooperate with other groups for similar ornithological, conservation and environmental purposes.

Article 1—Name:

The name of this organization is The State College Bird Club, Inc., hereafter referred to as the “Club.”

Article 2—Membership and Dues:

Section 1. Any person interested in the objectives of this Club is eligible for membership.

Section 2. Membership classes and dues amounts shall be established by the Board of Directors and in effect when approved by the majority of the membership.

Section 3. Each member shall be required to pay such dues as are approved by the majority of the membership. All dues shall be paid to the Membership Chairman who will record payment and forward to the Treasurer for deposit in the Club account.

Section 4. Membership dues shall be payable at the time of application and renewal shall be due each September thereafter.

Section 5. If renewal of membership dues is not paid within two (2) months after the time they are payable, a member so in default shall be dropped from the membership rolls.

Article 3—Address:

The mailing address of the Club shall be that of the current President or an address as so determined by the Board of Directors.

Article 4—Meetings:

Section 1. General meetings of the Club shall be on the fourth Wednesday in January, February, March, April, May, September, October, November and December at 7:00 o’clock PM or at such other times as determined by majority vote of the Board of Directors.

Section 2. The Board of Directors shall meet annually and at such other times as deemed necessary by the President.

Section 3. Special meetings of the Club may be called by the President at such times as deemed necessary.

Section 4. Notices of all meetings, regular or special, shall be in writing and sent to each member or director on the Board of Directors through an appropriate medium such as an electronic mailing list or the postal system.

Section 5. Each member shall be entitled to a minimum of 24 hour notice of regular meetings.

Article 5—Officers:

Section 1. The officers of this Club shall be the President, Vice President for Field Trips, Vice President for Programs, Secretary, and Treasurer.

Section 2. All officers must be members of the Board of Directors.

Section 3. All officers must be of legal age as defined by the Commonwealth of Pennsylvania.

Article 6—Duties of Officers:

Section 1. The President shall be the chief executive officer of this Club, preside at all meetings of the Club membership and Board of Directors and shall designate all places of meeting. The President will have the authority to appoint all committees, except as herein otherwise provided and shall be an Ex-officio (non-voting) member of all committees with the exception of the Nominating Committee. The President will be the chief spokesperson of the Club and represent the Club at meetings of other organizations and groups and may delegate substitute(s) in absence of the President. The President shall execute all bonds, mortgages, and all contracts of this Club with Board of Directors approval. The President shall have general superintendence and direction of all other officers of this Club and see that their duties are properly performed. The President shall report to the Board of Directors all matters within his or her knowledge that may affect this Club.

Section 2. The Vice President for Field Trips shall in absence of the President, preside at all regular meetings of the Club. The Vice President for Field Trips shall set dates, acquire field trip leaders and notify officers of field trips prior to publicizing said field trips to the membership. The Vice President for Field trips shall have such other duties as may be determined by the Board of Directors.

Section 3. The Vice President for Programs shall be responsible for procuring speakers for meeting programs and publicizing same. The Vice President for Programs shall have such other duties as may be determined by the Board of Directors.

Section 4. The Secretary shall record the minutes of all proceedings of the Board and the Club. The Secretary shall conduct all correspondence of the Club with the President's approval and be the custodian of all of the books and records of the Club, except as may be otherwise provided. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 5. The Treasurer shall have charge of the funds of this Club and shall deposit the same in the name of this Club in depositories designated by the Board of Directors. The Treasurer shall pay all bills and make a complete and accurate report of the finances of this Club at each meeting of the members, or at any other time upon request, of the Board of Directors or the President. The Treasurer will insure that the club's tax-exempt status is maintained by filing the appropriate information with the IRS. The Treasurer shall keep all Club financial records for seven (7) years.

Article 7—Board of Directors:

Section 1. The Board of Directors shall consist of all of the officers of the Club and four other members-at-large elected by majority vote of the Club membership.

Section 2. All directors must be of legal age as defined by the Commonwealth of Pennsylvania.

Article 8—Duties and Powers of the Board of Directors:

Section 1. The property and commercial business of this Club shall be managed by the Board of Directors.

Section 2. In addition to the general powers of the Board of Directors by virtue of their office, the powers and authority expressly given by law, by terms of the charter of this Club and elsewhere in these by-laws, the following specific powers are expressly conferred on the Board of Directors: to purchase or otherwise acquire for the Club any property, right or privilege which it is authorized to acquire at such price or consideration, and upon such terms as they deem expedient; to appoint, to remove or suspend subordinate agents or servants, to determine their duties and affix salaries; to determine who shall be authorized, on behalf of the Club, to sign bills, checks, contracts and other legal documents; to delegate any of the powers of the Board to any standing committee, special committee, or to any officer or agent of the Club, with such powers as the Board may seem fit to grant.

Article 9—Nominations and Elections and Terms of Office:

Section 1. The President shall appoint a Nominating Committee consisting of three (3) members, two of which must be Club members not currently serving on the Board of Directors. The names of the members of the Nominating Committee shall be made known to the membership of the Club. Any member may submit nominations for the Board of Directors to the Nominating Committee.

Section 2. Before election of members to the Board of Directors at the regular meeting in April, additional nominations from the floor shall be permitted.

Section 3. Elections for all members of the Board of Directors shall be held at the April meeting pursuant to the following schedule: President, Vice President for Programs, Secretary and two members-at-large of the Board of Directors in odd-numbered years; Vice President for Field Trips, Treasurer and remaining two members-at-large of the Board of Directors in even-numbered years. The newly elected members of the Board of Directors will assume their positions at the regular September meeting of the same year of election.

Section 4. A simple majority voice vote of the paid members present and voting shall be required to elect a member of the Board of Directors. If there is more than one nominee for any office, the election shall be by ballot; with the nominee receiving the majority of the ballots cast declared the winner.

Section 5. The term of office for all members of the Board of Directors shall be for two years.

Section 6. In the event that a vacancy occurs within the Board of Directors, the remaining members of the Board of Directors shall immediately appoint a member of the Club to fill such vacancy for the unexpired term.

Article 10—Quorum:

Section 1. A quorum for the purpose of holding any meeting where Club business of a legal nature is to be conducted shall be twelve (12) members of legal age as defined by the Commonwealth of Pennsylvania.

Section 2. No quorum is necessary for holding a meeting to discuss, record and disseminate ornithological data.

Section 3. A quorum for the purpose of holding any meeting of the Board of Directors shall be the simple majority of the members of the Board of Directors, unless otherwise directed.

Article 11—Majority Vote:

A simple majority as herein provided shall be required to pass any motion at any meeting of the members or Board of Directors.

Article 12—Rights and Obligations of Members:

Section 1. Every member in good standing, except as provided elsewhere in these bylaws, shall have the right to vote at all meetings and to hold office.

Section 2. All natural history and ornithological records of this Club shall be open for inspection to any member of the Club at any time. All other records of this Club may be inspected by any member of this Club at such reasonable times as the Board of Directors may by resolution designate.

Article 13—Committees:

Section 1. There shall be such standing committees as from time to time shall be determined by the Board of Directors.

Section 2. An auditing committee composed of three members, who are not currently serving on the Board of Directors, will be appointed annually by the President and shall audit the financial records of the Club. This shall be done once each year in October.

Article 14—Fiscal Year and Finances

Section 1. The fiscal year for this Club shall be defined as the accounting period beginning on July 1 of any one year, continuing for twelve (12) months and ending on June 30 of the subsequent year.

Section 2. Any expenditures of \$100 or less must be approved by the President. Any expenditure over \$100 must be approved by a majority vote of the Board of Directors. Valid receipts of expenditures in any amount will be kept on record for seven (7) years by the Treasurer.

Section 3. Any expenditure of \$300 or more must be approved by the majority of the membership present at any regular meeting at which it is introduced.

#### Article 15—Limitation of Liability

1. A Director, Officer, or other authorized representative of the Club shall not be personally liable for monetary damages or any action taken, or any failure to take action, unless the Director, Officer, or other authorized representative has breached or failed to perform the duties of his or her office; and the breach or failure to perform constitutes self-dealing, willfulness or recklessness.
2. The provisions of this section shall not apply to the responsibility or liability of a Director, Officer, or other authorized person pursuant to any criminal statute or the liability of such person for the payment of taxes pursuant to local, state, or federal law.
3. A Director, Officer, or other authorized person stands in a fiduciary relationship to the Club and shall act in good faith, in a manner he or she reasonably believes to be in the best interest of the Club and with care, including reasonable inquiry as a person of ordinary prudence would use under similar circumstances. In performing such duties such person is entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, and each case prepared or presented by one or more of the officers or employees of the Club, legal counsel, public accountants, or other persons to which the Director, Officer, or authorized representative believes to be within the professional or expert confidence of such person.
4. A Director, Officer, or person authorized to represent the Club shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.
5. The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a representative of the Club.

#### Article 16—Amendments

These by-laws shall be in full force and effect immediately upon their adoption. Revisions to these by-laws will be by majority vote of the membership at any regular meeting, provided notice of the proposed change shall have been announced at a prior regular Club meeting and via surface or electronic mail.

#### Article 17—Dissolution

Upon dissolution of the Club, once all debts are paid, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.