

**CONSTITUTION AND BYLAWS OF THE BALTIMORE BIRD CLUB (BBC),
A CHAPTER OF THE MARYLAND ORNITHOLOGICAL SOCIETY, INC.
(MOS)**

ARTICLE I - NAME

The name of this Chapter shall be the Baltimore Bird Club, hereinafter referred to as the Chapter.

ARTICLE II-- - PURPOSE

Section 1. The objectives and purposes of the Baltimore Bird Club are to function as a local chapter of the Maryland Ornithological Society, Inc. (hereafter referred to as MOS), serving Baltimore City and County in the furtherance of the objectives and purposes of that Society as set forth in its Articles of Incorporation and Bylaws, and said purposes and objectives shall conform to the provisions of Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any further United States Internal Revenue Code). The purpose of this organization is to function as a local chapter of the Maryland Ornithological Society, Inc., and to further educational, scientific, and charitable pursuits related to bird life in Maryland.

Section 2. No part of the net earnings of the organization shall incur to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on the behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or by corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the internal revenue code, or corresponding section of any future federal tax code.

Section 3. In the event of dissolution of the Chapter, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Chapter, dispose of the remaining assets by donation to the Maryland Ornithological Society, or its successor or, if unwilling or unable to accept said donation, dispose of all of the assets of the Chapter exclusively for the purposes of the Chapter in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

All funds not disposed of by above procedure shall be disposed of by a court of competent jurisdiction of Baltimore City, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated for such purposes.

ARTICLE III – MEMBERSHIP, DUES AND FISCAL YEAR

Section 1. Membership shall be open to any person in sympathy with the purpose of this organization upon payment of the dues applicable to the class of membership selected.

Section 2. The definition of BBC membership and dues structure shall be Individual, Household, Sustaining and Junior, as set forth in the Chapter's Manual of Operations, hereafter referred to as the Manual. All members shall be entitled to one vote at Membership meetings, shall receive Chapter and Society publications, and may serve on committees.

Section 3. Dues for any class of membership may be changed at any time upon recommendation of the Board of Directors and approval by two thirds of the members present at any regular or special membership meeting, following notification to the members of the proposed dues structure change. Dues shall be collected simultaneously with the dues payable to the MOS.

Section 4. The membership year begins on September 1. Members whose dues remain unpaid on February 1 shall be dropped from membership, but may be reinstated upon payment of dues for the current year.

Section 5. New members shall pay full annual dues, unless they join on March 1 or later, in which case the dues shall be one half the annual assessments.

Section 6. The fiscal year begins on the same date as that of the MOS. in accordance with their Manual of Operations.

ARTICLE IV – OFFICERS, MOS AND CHAPTER DIRECTORS

Section 1. The Officers of the Chapter shall be the President, Vice President, immediate past President, Recording Secretary, Membership Secretary, and Treasurer. Officers shall assume their duties on September 1 and shall hold office for one year through August 31 of the following year or until successors are chosen or unless they are removed from office as provided in Section 6 of this article.

Section 2. The Officers and Chapter and MOS Directors shall be elected in accordance with the provisions of Article V hereof.

Section 3. Chapter and MOS Directors, one for each one hundred members of the Chapter, shall be elected each year and shall serve for one year. They shall be nominated and voted upon in the same manner and at the same time as the Officers stated in Article V.

Section 4. In accordance with the Bylaws of the MOS, MOS Directors serve with the Chapter President on the Board of Directors of the MOS.

Section 5. Any of the Officers of the Chapter may be removed from office by a three-fourths vote of the total number of Board members present at a regular or special meeting. It is necessary to show cause for such removal from office.

Section 6. Vacancy in any elected office shall be filled for the remainder of the term by the majority vote of the Board of Directors.

Section 7. The Officers of the Chapter shall perform the usual duties of their respective offices as outlined in the Chapter's Manual of Operations and such other duties as may be assigned by the Board of Directors.

ARTICLE V - NOMINATIONS

Section 1. It shall be the duty of the Board to prepare a list of candidates for the elective offices to be filled at the annual meeting and to notify the membership 10 (ten) days prior to the annual meeting.

Section 2. Additional nominations for elective offices may be made from the floor at the annual meeting.

Section 3. No nomination shall be made without the nominee's prior consent.

Section 4. Eligibility to vote at the annual meeting shall be limited to members who paid in full at the time of the vote as certified by the Membership Secretary.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. The BBC Board of Directors shall consist of:

- (1) the Officers of the Chapter,
- (2) the Chapter Directors,
- (3) the MOS Directors,
- (4) the Chairpersons of the Standing Committees,
- (5) the Newsletter Editor.

Section 2. The Board of Directors, subject to MOS and Chapter Bylaws, shall have general supervision and control of the affairs of the Chapter.

Section 3. The Board of Directors shall meet at least once a month from September through June or upon call of the President. The President when requested by five or more other members of the Board shall call additional meetings of the Board of Directors.

Section 4. Seven members of the Board shall constitute a quorum.

Section 5. A member of the Board who cannot be present at a Board meeting may designate his or her opinion or vote on an issue via written or electronic means sent to all Board members.

ARTICLE VII - COMMITTEES

Section 1. Standing Committees may be created or terminated at any time by the Board of Directors. The President shall make appointments of Chairpersons. The Chairperson of a standing committee may recruit members as needed.

Section 2. Chairpersons and members of the Standing Committees serve with the President for one year and may be re-appointed.

Section 3. Enumeration and duties of Standing Committees are to be found in the Chapter's Manual of Operations.

Section 4. Special committees may be designated by the President, with the approval of the Board of Directors. These committees shall be terminated: (1) when their purpose is completed; or (2) when the President leaves office. They may be restored by the succeeding President.

ARTICLE VIII - MEMBERSHIP MEETINGS

Section 1. The annual meeting of the Chapter shall be held at the April Lecture to elect Officers and to transact such other business as may be brought before the meeting.

Section 2. Additional meetings of the Chapter's members may be called by the President as authorized or directed by the Board of Directors or upon request in writing by not less than twenty percent of the Chapter members. Notice of the time and place of the meeting shall be sent to all Chapter members not less than 10 (ten) days prior thereto and shall state the purpose of the meeting.

Section 3. Ten percent of the Chapter membership shall constitute a quorum at any meeting of the members.

Section 4. The Minutes of the annual meeting shall be filed along with the minutes of Board of Directors meetings.

ARTICLE IX. FINANCIAL MATTERS

Section 1. A budget shall be prepared by the Treasurer and approved by the Board of Directors at the beginning of the fiscal year. Budget amendments, when necessary, will be approved by the Board.

Section 2. Chapter revenues shall be sent to the Treasurer or Membership Secretary for appropriate bank deposit. Disbursements will be made by the Treasurer or other authorized signatories (the Chapter President) in accordance with the adopted budget. Disbursements for other items shall be authorized by a majority vote of the Board of Directors or as polled by the President.

Section 3. All checks of the Chapter shall be signed by either the President or Treasurer.

Section 4. The President shall appoint an Audit Committee to review the financial books of the Club at least every four years or whenever the Treasurer changes.

ARTICLE X - MANUAL OF OPERATIONS

Section 1. There shall be a Chapter Manual of Operations outlining duties and procedures for offices, committees, etc., which shall be reviewed regularly. The Board of Directors shall approve all changes. Action to change the Manual of Operations may be initiated by the general membership or the Board of Directors.

ARTICLE XI- AMENDMENTS

Section 1. These Bylaws may be amended by a vote of at least two thirds of the membership present at a membership meeting, provided that the proposed amendment shall have been distributed in writing to the members not less than 10 (ten) days prior to the meeting and have been previously approved by the Board of Directors.

ARTICLE XII - ARTICLES OF INCORPORATION AND BYLAWS OF THE MARYLAND ORNITHOLOGICAL SOCIETY, INC.

Section 1. These Bylaws shall be construed and applied, and all functions of the Chapter hereunder shall be conducted in harmony with provisions of the Articles of Incorporation and Bylaws of the MOS, as the same now exist or hereby may be modified.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

Section 1. The procedures in the latest edition of Robert's Rules of Order (revised) shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

APPROVED BY MEMBERSHIP JANUARY 8, 2012

Section 2. The President may appoint a Parliamentarian to advise on matters of parliamentary procedure.

I HEREBY CERTIFY that the foregoing is a true and correct copy of the Bylaws approved at a meeting of the Chapter members on January 8, 2012.

Jan Liu 1/8/12
President, Baltimore Bird Club Date

Karen Morsey 1/8/12
Vice President, Baltimore Bird Club Date