

# **Ralph T. Waterman Bird Club, Inc.**

A New York State Not-for-Profit Corporation  
Certificate of Incorporation Filed January 20, 1976

## **CONSTITUTION**

### **ARTICLE I - NAME**

Section 1. This organization (the Club) shall be known as the Ralph T. Waterman Bird Club, Inc.

### **ARTICLE II - PURPOSE**

Section 1. The purpose and objectives of this Club shall be to engage exclusively in educational, conservation, scientific, investigative, literary, historical, and philanthropic pursuits to conform to the provision of section 501(c)(3) of the Internal Revenue Code.

Section 2. This Club is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits, and net income of this Club are irrevocably dedicated to charitable purposes and no part of the property, assets, profits, or net income of this Club shall ever inure to the benefit of any Director, Officer, or other member thereof or to the benefit of any private shareholder or individual. Upon the dissolution, or upon abandonment, the assets of this Club remaining after payment of, or provision for, all debts and liabilities of this Club, shall be distributed in accordance with the law then applicable to charitable organizations qualified under section 501(c)(3) of the Internal Revenue Code.

Section 3. No substantial part of the Club's activities shall consist of participating or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

# Ralph T. Waterman Bird Club, Inc.

## BYLAWS

### ARTICLE I - MEMBERSHIP

Section 1. There shall be three classes of membership, with voting privileges, as follows:

- a. Active:
  - (1) Individual Membership, for individuals aged 18 or over;
  - (2) Family Membership, for families consisting of one or more adults and their children under 18, if any. Each Family Membership shall have one vote, which may be cast only by an adult.
- b. Honorary Life Membership with exemption from payment of dues.

In this document, "Club Member" refers to any one of the above membership entities; i.e. a Family Membership is a "Club Member."

Section 2. Any person interested in the purposes of the Club is eligible for membership under the classifications stated in Section 1.a. and b. above.

Section 3. Honorary Life Membership may be conferred upon an individual by a two-thirds vote of the Executive Committee in recognition of outstanding service or other form of contribution to the Club.

Section 4. The amount of membership dues shall be determined by the Executive Committee.

Section 5. Membership dues are payable in October for the ensuing fiscal year. New members joining the Club after April 30th shall be assessed one-half the regular yearly rate for the portion of the membership year remaining.

Section 6. Should renewal of membership dues not be paid by January 31st, the delinquent member shall be dropped from the rolls.

### ARTICLE II – MEMBERSHIP MEETINGS

Section 1. Regular Membership Meetings shall be held on the fourth Monday of each month from September through June, with the exception of the month of December. The Executive Committee may authorize a variation in this schedule at its discretion.

Section 2. The Annual Meeting of the Club shall be the October Membership Meeting, at which time Officers and Members-at-Large of the Executive Committee shall be elected to take office on the first of the following month.

Section 3. Special Membership Meetings may be called by the President, or pursuant to a resolution of the Executive Committee. Written notice of such a special meeting, stating the objectives thereof, shall be mailed or emailed to each Club Member's address or email address no later than ten days prior to the date of the meeting.

Section 4. Ten percent (10%) of the membership or one hundred Club Members, whichever is less, shall constitute a quorum for doing business at any regular or special Membership Meeting. For purposes of determining such a quorum, "membership" means the number of Individual Memberships plus the number of Family Memberships plus the number of Honorary Life Memberships.

### ARTICLE III - EXECUTIVE COMMITTEE

Section 1. The determination of policies of the Club and the control and conduct of business shall be vested in its Executive Committee. The Executive Committee shall include those of the following who are at least nineteen (19) years old and Club Members in good standing:

- a. the elected Officers
- b. the Members-at-Large
- c. the chairs of Standing Committees (as outlined in Article VIII), and of the Nominating Committee
- d. the immediate past President, for one year after his or her term has expired, and thereafter as long as he or she serves in one of the positions enumerated in a.-c. above

Section 2. Regular meetings of the Executive Committee shall be held on the second Monday of each month, September through June, unless otherwise directed by a majority vote of the Executive Committee.

Section 3. Special meetings of the Executive Committee may be called by the President, or upon the request of a majority vote of the Executive Committee.

Section 4. A majority of the Executive Committee, or ten (10) Executive Committee members, whichever is less, shall constitute a quorum at any Executive Committee Meeting.

Section 5. When required between scheduled meetings, the Executive Committee may vote provisionally on pressing matters via email or telephone. Such a vote shall be considered valid if a majority of the Executive Committee, or ten (10) Executive Committee members, whichever is less, cast a vote. Any decision taken in this manner shall be ratified by a formal vote at the next Executive Committee meeting.

### ARTICLE IV – OFFICERS AND MEMBERS-AT-LARGE

Section 1. The elected Officers of the Club shall be a President, a Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer.

Section 2. A vacancy in the office of the President during his or her term of office shall be filled by the Vice President until the term expires. A vacancy in any other office shall be filled for the balance of its term by a replacement elected by majority of the Executive Committee members present at an Executive Committee Meeting where a quorum is present.

Section 3. The President shall preside at all Membership Meetings and Executive Committee Meetings; shall be an ex-officio member of all Standing and Special Committees; and shall appoint the Auditing Committee and the chairs of all Standing and Special

Committees. The President shall conduct the business of the Club under the direction of the Executive Committee.

Section 4. The Vice President shall assist the President in the carrying out of his or her duties and shall preside at all meetings in the absence or inability of the President to serve. In the event that neither the President nor the Vice President is able to preside at a meeting, the Executive Committee shall select another Officer of the Club to preside at that meeting. If no other Officer is able or willing to preside at such meeting, the Executive Committee shall select another member of the Executive Committee to preside.

Section 5. The Recording Secretary shall record the minutes of Executive Committee Meetings and Membership Meetings. In the absence of the Recording Secretary at any meeting, the presiding officer shall appoint a Secretary pro tem to perform these duties. The Recording Secretary shall also keep on hand the minutes of the current year's meetings as well as those of the prior two years, and shall provide electronic copies of newly approved minutes to the Archives Committee for long-term safekeeping.

Section 6. The Corresponding Secretary shall conduct all the correspondence of the Club as directed by the President and/or the Executive Committee.

Section 7. The Treasurer shall have custody of the Club's funds and shall:

- a. establish and maintain the club's financial accounts
- b. receive all monies accruing to the Club
- c. make disbursements authorized by the Executive Committee
- d. report to the Executive Committee at its regular meetings and as requested at Membership Meetings
- e. present an annual report of the financial condition of the Club at the Annual Meeting
- f. keep on hand the current year's financial records as well as Treasurer's reports of the prior two years
- g. provide electronic copies of newly approved Treasurer's reports to the Archives Committee for long-term safekeeping, and turn over other financial documents to that committee once the annual audit of those records is complete

All checks of the Club shall be signed by either the Treasurer or the President, or by another individual specifically and temporarily authorized by a 2/3 vote of the Executive Committee should the need arise.

Section 8. Members-at-Large, elected at the Annual Meeting, shall be active Executive Committee members, participating in all discussions and decisions. They shall also serve as liaisons between the Executive Committee and the rest of the Club's members, handling member and non-member inquiries and bringing issues to the Executive Committee for discussion or resolution whenever appropriate.

Section 9. Officers and Members-at-Large are expected to attend Executive Committee meetings whenever possible.

## ARTICLE V - NOMINATING COMMITTEE

Section 1. The Executive Committee shall annually appoint, prior to the March Membership Meeting, a Nominating Committee consisting of at least three (3) members. The names of the Nominating Committee appointees shall be announced at the March Membership Meeting and, by April 30, in the Club's newsletter and on its website.

Section 2. The Nominating Committee shall assemble a slate of candidates to succeed the Officers and Members-at-Large of the Executive Committee then serving. The slate shall be announced in the Club newsletter no later than September and shall be presented at the September Membership Meeting.

Section 3. Suggestions for candidates may be submitted to the Nominating Committee by any member of the Club at any time. Nothing herein contained shall prevent nominations from the floor at the Annual Meeting, provided they are made by a member or members of the Club in good standing.

## ARTICLE VI – ELECTIONS AND TERMS OF OFFICE

Section 1. Officers and Members-at-Large of the Executive Committee shall be elected at the Annual Meeting to serve terms of one year, beginning on the first of the month following elections; or until their successors are elected. There is no limitation on the number of terms an Officer or Member-at-Large may serve.

Section 2. Candidates presented at the Annual Meeting by the Nominating Committee shall be elected by either:

a. a voice vote of the membership present

OR

b. approval by the membership present of a motion instructing the Recording Secretary to cast a unanimous ballot in favor of the slate presented by the Nominating Committee.

However, if there is more than one candidate for any office, the election to such office shall be by written ballot, the winner being the recipient of the highest number of votes.

## ARTICLE VII – AUDITING COMMITTEE

Section 1. The President shall, before the September Executive Committee Meeting, appoint an Auditing Committee to audit the financial records of the Club at the close of the fiscal year. Following Executive Committee approval of the appointed Auditing Committee members, the President shall announce their names at the Annual Meeting.

Section 2. Once the committee's audit is completed, the then serving President shall report the results to the membership.

## ARTICLE VIII – STANDING AND SPECIAL COMMITTEES

Section 1. The Standing Committees of the Club shall be:

a. Membership Committee

This committee shall:

- conduct membership campaigns.
- attempt to obtain the continuing membership of those who have become delinquent in the payment of their dues.
- keep a current listing of Club Members.
- maintain and provide mailing lists for newsletters and other communications with the membership.

- b. Finance Committee  
This committee shall be responsible for preparing an annual budget to be approved by the Executive Committee and for the general oversight of Club finances.
- c. Program Committee  
This committee shall:
- make plans and arrangements for the Club's Membership Meetings.
  - promote interest in and appreciation of the Club's endeavors by arranging lectures, discussions, exhibits, publications, and special meetings.
- d. Education Committee  
This committee shall:
- conduct lectures and/or workshops in natural science for Club Members and friends; and through other means inform and educate the public about the natural environment.
  - encourage the schools and colleges of the community to conduct courses in, or otherwise stress, natural history, ecology and conservation.
- e. Conservation Committee  
This committee shall keep informed on local, state, and national governmental policies and actions affecting the natural environment and the conservation of natural resources, and shall inform and make recommendations to the Executive Committee in this respect.
- f. Field Trips Committee  
This committee shall plan, organize, and arrange for properly conducted field trips, which, unless otherwise announced, shall be open to both Club Members and non-members.
- g. Records Committee  
This committee shall be responsible for the compilation, organization, analysis, and reporting of the ornithological records belonging to the Club, incorporating data gleaned from other sources in reports as it sees fit. It shall also work with the Archives Committee to ensure long-term preservation of these records.
- h. History and Library Committee  
Coordinating physical storage with the Archives Committee, this committee shall collect, organize, and preserve:
- Club publications, newspaper articles, and other items to document the history of the Club.
  - the Club's collection of books and other media (library).
- i. Archives Committee  
This committee shall be responsible for collecting, organizing, and ensuring the safekeeping of:
- all corporate documents of the Club as required by law, including meeting minutes, treasurer's reports, and other official documents.
  - the Club's ornithological records.
- This committee shall also work with the History and Library Committee to coordinate the storage of all Club materials being preserved.

- j. **Newsletter Committee**  
This committee shall publish a newsletter for the members of the Club and shall distribute it to the membership.
- k. **Publicity Committee**  
This committee shall publicize to the community at large the purposes, programs, and activities of the Club.
- l. **Web Site Committee**  
This committee shall maintain the Club's web site, using internal resources and, if necessary, external vendors.
- m. **Communications Support Committee**  
This committee shall provide recommendations, implementation, technical support, and administration of technology tools used to facilitate the club's internal communications. Such tools include but are not limited to mailing lists, electronic newsletter distribution, and electronic bird alert systems.
- n. **Social Events Committee**  
This committee shall plan, organize, conduct and report on the Club's annual dinner and any other social events of the Club.
- o. **Sunshine and Hospitality Committee**  
This committee shall perform hospitable and charitable acts as directed by the President and/or the Executive Committee.
- p. **Rare Bird Alert Committee**  
This committee shall recommend systems and processes to provide notification of rare bird sightings to Club Members who have expressed an interest in being so notified, and shall implement and operate such systems and processes as directed by the Executive Committee.
- q. **Census Committee**  
This committee shall conduct a May Census and a Dutchess County Christmas Bird Count each year; compile the results of each census for publication in the Club's newsletter; and provide to the Records Chair the original lists submitted by participants.
- r. **Bluebird Trail Committee**  
This committee shall manage the Club's Bluebird Trail program to help sustain the county's bluebird population. Responsibilities include maintenance of nest boxes, assignment of volunteer trail monitors, and annual collection, compilation, and reporting of nest box monitors' data.

Section 2. The President and/or the Executive Committee shall, whenever appropriate, appoint such Special Committees as may be required by the affairs of the Club. The President shall appoint a chair for each such Special Committee, and each chair shall appoint the additional members of his or her committee as needed.

Section 3. As soon as practicable after the Annual Meeting, the President shall appoint or re-appoint a chair for each Standing Committee and each Special Committee to serve for one year or until a successor has been appointed. Additional members of each committee shall be appointed by its chair as needed. Standing Committees shall be

composed of at least three (3) members if possible. Within four (4) months of the Annual Meeting, the chairs and members of all Standing and Special Committees shall be announced in the Club newsletter and listed on the Club's web site.

## ARTICLE IX - PUBLICATIONS

Section 1. Any interested person or group may subscribe to or purchase any publication of the Club that the Executive Committee chooses to make available, at a rate to be determined by the Executive Committee.

Section 2. The newsletter of the Club shall be distributed to the membership free of charge as a benefit of membership.

## ARTICLE X – FISCAL YEAR

Section 1. The fiscal year of the Club shall begin on November 1 and end on October 31 of the following year.

## ARTICLE XI - PARLIAMENTARY AUTHORITY

Section 1. In matters not covered by these Bylaws, Robert's Rules of Order shall govern.

## ARTICLE XII - AMENDMENTS TO THE CONSTITUTION AND BYLAWS

Section 1. Amendments to the Constitution and Bylaws may be proposed by a petition signed by not less than ten members of the Club or by a resolution adopted by the Executive Committee.

Section 2. Either of two methods of voting on any amendment(s) may be designated by the Executive Committee as follows:

- a. A copy of the proposed amendment(s) shall be mailed or emailed to the membership at least twenty days prior to the date of the next regular Membership Meeting, at which meeting the amendment(s) shall be voted upon by written ballot;  
OR
- b. A copy of the proposed amendment(s) shall be mailed or emailed to the membership with voting instructions. Votes submitted within twenty-five days after the original mailing to the membership shall be counted.

If two-thirds or more of the members voting declare themselves to be in favor of any amendment, it shall become a part of the Constitution or Bylaws as the case may be.

Section 3. Amendments shall take effect on the first of the month following their adoption, but Officers and Members-at-Large serving at the time any amendment becomes effective shall continue in office until the end of the terms for which they were elected.