

**BYLAWS
OF
VIRGINIA SOCIETY OF
ORNITHOLOGY**

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Adopted April 27, 2022

ARTICLE I

MEMBERS

Section 1. **Classes of Members.** There shall be seven classes of members of the corporation:

1.1.1 Active Members.

1.1.2 Sustaining Members.

1.1.3 Contributing Members.

1.1.4 Life Members.

1.1.5 Family Members.

1.1.6 Student Members.

1.1.7 Honorary Members. Any person who has maintained membership in the organization for 50 consecutive years shall be designated an Honorary Member. No dues shall be required of Honorary Members.

Section 2. **Dues.** The Board of Directors will annually review and set the dues structure for all classifications and notify the membership accordingly.

Section 3. **Rights of members.** All members shall have the right to vote at the annual meeting of the corporation for officers, directors and any other issues brought before the membership.

Section 4. **Termination.** A member shall have their membership thereby terminated for 1) nonpayment of dues automatically after 15 days written notice, including via electronic mail; or 2) by simple majority action of the Board for failure to act in furtherance of the purposes of the Corporation.

ARTICLE II

DIRECTORS

Section 1. **General Authority.** All corporate powers of the corporation shall be exercised by or under the authority of, and the property, business and affairs of the corporation managed under the direction of, the directors.

Section 2. **Number and Terms of Directors.** The Board shall determine the number of directors, other than Officers, within the parameters set forth in Article IV Section 1 of the Articles of Incorporation. Directors shall serve terms as set forth in Article IV Section 4 of such Articles.

Section 3. Annual Meetings. Annual meetings of the corporation shall be held in the spring of every calendar year in a manner prescribed by the Board and fully noticed to the membership. Notice of the date, time and place of annual meetings, and the purpose or purposes of the meeting, shall be given to the members of the corporation not less than ten days nor more than forty days before the date of the meeting. Such notice is given when published in the corporation's newsletter and on the corporation's website.

Section 4. Regular Meetings. Regular meetings of the directors may be held at such times as the board of directors may designate.

Section 5. Special Meetings. Special meetings of the directors may be held at any time at the call of the President or more than one third of the directors then in office.

Section 6. Place of Meetings. Meetings of the directors shall be held at such place, and in such manner, within or without the Commonwealth of Virginia, as the board of directors may designate from time to time.

Section 7. Notice of Meetings of the Directors. Notice of the date, time, and place of each meeting of the board of directors and, in the case of a special meeting, the purpose or purposes of the meeting, shall be given to each director not less than five days prior to the date of the meeting. Notice to a director shall be in writing and shall be deemed given: (i) if personally delivered, when received; (ii) if mailed, when mailed by first class mail, postpaid and correctly addressed to the director's address as it appears in the records of the corporation; and (iii) if transmitted electronically, when it enters an information processing system that the director has designated or uses for the purposes of receiving electronic transmissions of the type sent and from which the director is able to receive the electronic transmission, and the electronic transmission is in a form capable of being processed by that system.

A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon the director's arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to the action taken at the meeting.

Section 8. Waiver of Notice. Notice of any meeting of the directors may be waived before or after the date and time of the meeting in writing signed by the director entitled to notice and delivered to the Secretary for inclusion in the minutes of the meeting or filing with the corporate records.

Section 9. Action Without Meeting. Any action required or permitted by law to be taken at a meeting of the directors may be taken without a meeting if the action is taken includes participation by a quorum of the directors. The action shall be evidenced by one or more written consents or electronic transmissions stating the action taken, signed, or transmitted by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 9 shall be effective when the last director signs the consent unless the consent specifies a different effective date of execution by each director, in which event it shall be effective according to the terms of the consent.

Section 10. Conduct of Meetings. The President, or in in the absence of the President, the Vice President, shall act as chair of and preside over meetings of the directors. If no such officer is present, the directors present at the meeting shall elect a chair. In the absence of the Secretary, the chair shall appoint a secretary of the meeting.

Section 11. Participation by Remote Communication. The board of directors may permit any or all directors to participate in a meeting of the directors by, or conduct the meeting through the use of, conference telephone or any other means of remote communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by such means shall be deemed to be present in person at the meeting. [When a meeting is so conducted, a written record shall be made of the action taken at such meeting.]¹

Section 12. Quorum. A quorum at any meeting of the directors shall be the presence in person of a majority of the number of directors in office immediately before the meeting begins. Except as otherwise provided by law, the articles of incorporation or these bylaws, the affirmative vote of the majority of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors.

Section 13. Committees.

2.13.1 Executive Committee. Business of the corporation between meetings of the board of directors may be conducted by an Executive Committee consisting of the President, Vice President, Secretary, Membership Secretary, and Treasurer. A quorum will consist of three officers. Meetings will be called by the President. Business need not be conducted in person. The committee will not modify action taken by the Board and will report any such action taken as a committee immediately to the full Board.

2.13.2 Other Committees. The Board of directors may create such other committees of the Board of directors as the board of directors may deem necessary or advisable from time to time. Each such committee shall have and may exercise such authority as may be specified by the board of directors except to the extent prohibited or restricted by law, the articles of incorporation or these bylaws. Each such committee shall be composed of such directors and other members as may be appointed by the board of directors. Nonmembers may also serve on Committees. The President shall be an ex-officio member of all committees.

Section 14. Conflicts of Interest. Each Director shall review and sign the corporation's Conflict of Interest statement.

Section 15. Compensation and Expenses. No director shall be compensated directly or indirectly for services rendered by such individual as a director of the corporation. A director may be reimbursed for expenses reasonably and necessarily incurred by such director for and on behalf of the corporation in such amounts and in such manner as may be prescribed by the Treasurer.

Section 16. Advisory Boards. The board of directors may create advisory boards, committees, or groups as it may deem necessary. The purpose of such advisory groups shall be to advise the corporation with respect to such matters as the board of directors may deem desirable. Any advice, recommendation or position given shall not be binding. Each specially created group shall be composed of such individuals, including, without limitation, directors, as may be appointed by the board of directors.

Section 17. Terms of Members of Committees and Advisory Boards. The terms of members of committees of directors and of advisory boards, committees and groups shall expire upon completion of the purpose for which they were formed or at the discretion of the Board.

ARTICLE III

OFFICERS

Section 1. Generally. The officers of the corporation shall be a President, Vice President, Secretary, Membership Secretary, Treasurer, as set forth in the Articles of Incorporation, Article IV Section 3(1). Other than those elected to fill vacancies, officers shall be elected by the board of directors at the annual meeting of the membership. Any vacancy in any such office shall be filled at the first meeting of the directors after the vacancy occurs. Each officer shall have the authority and perform the duties which pertain to the office held by him or her or are set forth in these bylaws and, to the extent consistent with these bylaws, such authority and duties as may be prescribed by the board of directors or the President. Officers shall be directors of the corporation.

Section 2. President. The President shall be the chief executive officer of the corporation. The President shall act as chair of and preside over meetings of the directors. The President shall be an ex officio member of each committee of the board of directors.

Section 3. Vice President. In the event the President is unable to fulfill the duties of the Office, the Vice President shall have the authority and perform the duties of the President.

Section 4. Secretary. The Secretary shall prepare and maintain minutes of meetings of the directors and have the responsibility for authenticating records of the corporation. The Secretary shall maintain records of the directors of the corporation.

Section 5. Membership Secretary. The Membership Secretary shall maintain contact with all members through collection of dues and sales of VSO items and maintain the membership records of the corporation.

Section 6. Treasurer. The Treasurer shall be the chief financial officer of the corporation and shall have responsibility for, and the custody of, all funds and securities of the corporation and shall deposit the same in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. The Treasurer shall maintain the books of account and financial records of the corporation.

Section 7. Term. Officers shall serve terms as set forth in Article IV Section 4 of the Articles of Incorporation.

Section 8. Resignation. An officer may resign at any time by delivering written notice to the board of directors, the President or the Secretary. A resignation shall be effective when delivered unless the notice specifies a later effective date.

Section 9. Removal. Any officer may be removed, with or without cause, at any time by the board of directors.

Section 10. Employees and Agents. The board of directors may, but shall not be required to, authorize the corporation to employ or engage such employees and agents as the board of directors deems necessary or desirable to further the purposes of the corporation.

Section 11. Compensation, Benefits and Expenses. Employees and agents of the corporation may be compensated, provided with benefits and reimbursed for expenses incurred for and on behalf of, the corporation which are reasonable and necessary to affect the purposes of the corporation in such amounts and in such manner as may be authorized or approved by the Treasurer.

ARTICLE IV

FINANCES

Unless otherwise assigned by these bylaws or by the board of directors, all income, including dues, accruing to this corporation shall be credited to the General Fund, and the assets of this General Fund shall be used to defray all the normal operating expenses of the corporation, including the publication of all regular periodicals.

ARTICLE V

AMENDMENTS

These bylaws may be amended, altered or repealed by the affirmative vote of a majority of the directors.