

DISCOVERY CENTER BIRD CLUB.

REGULATIONS

ARTICLE I NAME AND AFFILIATION

The name of this organization is the Discovery Center Bird Club (hereinafter referred to as the “club”).

This club is founded under the auspices of North Lakeland Discovery Center, Incorporated (hereinafter referred to as “NLDC”). Due to this close relationship, the club complies with applicable articles of NLDC by-laws.

The club is self-sufficient in the pursuit of club programs and activities but is partially supported by NLDC via facility, equipment, professional and volunteer staff, insurance, and communications assets. This support is an outgrowth of benefits derived through club members also being paid members of NLDC.

The club also may choose to maintain membership with other organizations related to the purpose of the club. Examples of such affiliations include the Wisconsin Society for Ornithology and the National Audubon Society.

ARTICLE II PURPOSE

The purpose shall be to provide opportunities for all interested persons to engage in activities related to birds and birding.

The club will serve as an organizational entity through which club members may participate in or lead:

- ⇒ Birding skill improvement activities.
- ⇒ The pursuit of bird observation during all seasons and in all types of habitats.
- ⇒ Opportunities to engage the public in learning about and attaining an appreciation of birds and all that is necessary to sustain or improve bird populations.
- ⇒ Research activities designed to contribute to mankind’s body of knowledge regarding birds. Examples of activities include recording life list data both locally and nationally (eBird), bird banding, bird counts, and breeding bird surveys.
- ⇒ The support and development of ecosystems conducive to bird conservation.

ARTICLE III MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

All members of the club shall have the same rights, privileges, restrictions and conditions.

The annual membership year shall run from June 1 through May 31.

SECTION 2. QUALIFICATION OF MEMBERS

The qualifications for membership in the club are to be a member of NLDC and payment of the annual dues as established by the club.

SECTION 3. NUMBER OF MEMBERS

There is no limit on the number of members the club may admit.

SECTION 4. MEMBERSHIP RECORD

The club shall keep a membership record containing the name, address, telephone number(s), email address if applicable, NLDC membership status, and dues status of each member. A copy of such record shall be kept at the NLDC principal office. This record shall be accessible only by members of the club and the Executive Director of NLDC and NLDC employees. The membership record may only be released to other parties by action of the club Board of Directors.

SECTION 5. NONLIABILITY OF MEMBERS

A member of this club is not, as such, personally liable for the debts, liabilities, or obligations of the club or of NLDC.

SECTION 6. CONCLUSION OF MEMBERSHIP

The membership of a member shall end upon the occurrence of any of the following events:

- (1) Upon ending membership of NLDC.
- (2) Upon his or her notice of resigning membership delivered to the President of the club by any means.
- (3) Upon a failure to renew his or her membership by paying club dues on or before their due date.

All rights of a member in the club shall cease on conclusion of membership as herein provided.

ARTICLE IV MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of the members shall be held at NLDC or at such place or places as may be designated from time to time by the President.

SECTION 2. ANNUAL MEETING

A regular meeting of members shall be held in the summer of each year, at such time and place as may be designated by the Board of Directors. The purpose of the meeting shall be election of officers and directors and transacting other business as may come before the meeting.

The candidates receiving the highest number of votes for each office or director position shall be elected. Each voting member shall cast one vote per vacancy. The annual meeting of club members shall be deemed a regular meeting.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the Board of Directors or the President of the club.

SECTION 4. QUORUM FOR MEETINGS

A quorum shall not be required to conduct club business at any meeting of the club.

The Board of Directors or President will determine whether any agenda items may be of sufficient interest to general club welfare to include a proxy vote. Such agenda items will be noted in the communication of the meeting notice which shall include a proxy vote for those unable to attend the meeting.

SECTION 5. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person, or by proxy, at a duly held meeting will constitute action in behalf of the club.

SECTION 6. VOTING RIGHTS

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote or by proxy.

SECTION 7. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President, or, if there is no President or, in his or her absence, by the Secretary or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the club shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by common sense and civility, so rules-of-order are considered unnecessary. If the need for formal order becomes necessary, the Chairperson may choose to apply Roberts Rules of Order.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. GENERAL

The affairs of the club shall be managed by a Board of Directors, each of whom shall be a member in good standing and of legal age. The Board shall have the power to control all matters of policy and expenditure of funds in the club. The Board may take any action which is permitted or required to be taken to preserve the general welfare of the club.

SECTION 2. COMPOSITION

The Board of Directors consists of adults occupying the positions of President, Secretary, Treasurer, Program Director, and Membership Director.

SECTION 3. SELECTION

Nominations for Board positions shall be elicited by members of the Board prior to the annual meeting. The slate of candidates shall be presented at the annual meeting and nominations also will be accepted during the annual meeting. Directors shall be elected at the annual meeting of the members. Any vacancy on the Board shall be filled for the remainder of the term through appointment made by the Board.

SECTION 4. TERMS

All Officers and Directors shall serve a term of one year and are eligible for three successive terms. After serving for three years in a row, Officers or Directors must wait one year before serving another term on the Board. The Board shall make a concerted effort to renew club leadership on an annual basis, in recognition of the importance of regular renewal of leadership and ideas to ensure the overall health of the club.

SECTION 5. RESIGNATION

Any Board member may resign at any time by written notice to the other members of the Board.

SECTION 6. REMOVAL

Any Board member may be removed with cause at any regular or special meeting of the club at any time by a majority vote of all members attending.

ARTICLE VI
OFFICERS AND DIRECTORS

SECTION 1. PRESIDENT

The President shall establish the agenda and preside at meetings of the Board of Directors and Club. The President shall perform all duties incident to the office of the President and other duties as may be prescribed by the Board of Directors from time to time.

The President may serve as a member of club committees and will be an ex-officio member of all other club committees.

The President shall serve as the Chairperson of the Special Events Committee.

SECTION 2. SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors and club, see that all notices are given in accordance with the By-Laws and perform such other duties as may be assigned by the Board.

In the absence of the President, the Secretary shall perform all the duties of the President and when so acting, shall have all the powers of the President. There shall be no presumption that the Secretary shall be President-elect or succeed the President.

The Secretary shall serve as Chairperson of the Publicity Committee.

SECTION 3. TREASURER

The Treasurer shall be responsible for the finances of the organization; and shall supervise the financial records maintained by the club, Directors, or committees. The Treasurer shall be responsible for accounting for all funds and property of the club.

The Treasurer shall serve as the Chairperson of the Finance Committee.

SECTION 4. PROGRAM DIRECTOR

The Program Director shall provide leadership to ensure variety, frequency, and vitality of club activities in concert with the stated purpose of the club.

The Program Director may personally plan and organize club programs and activities, but his or her ordinary role is to be a leader who assists club members with fulfilling these functions.

The Program Director shall serve as the Chairperson of the Program Committee.

SECTION 5. MEMBERSHIP DIRECTOR

The Membership Director shall promote club membership and maintain club membership records.

The Membership Director shall ensure that an annual dues notice is sent to all members for renewal and all other persons who expressed an interest in the club. The Membership Director shall also ensure that a follow-up notice is sent to members who have not paid their annual dues in accordance with club policy.

The Membership Director shall serve as the Chairperson of the Membership Committee.

ARTICLE VII
BOARD MEETINGS

SECTION 1. REGULAR MEETINGS

The Board of Directors shall meet at least quarterly, with time and place to be determined by the Board.

SECTION 2. SPECIAL MEETINGS

Special meetings may be called by the President, or any officer in consultation with the President, at such time and place as may be stated in the notice of the meeting.

SECTION 3. ANNUAL MEETING

There shall be no annual meeting of the Board of Directors.

SECTION 4. QUORUM

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting.

SECTION 5. VOTE

The vote necessary for passage of any matter at any meeting of the Board, committees, or other groups of the club shall be a simple majority of those present and eligible to vote.

SECTION 6. NOTICE

Notice of Board meetings shall be given in writing or orally at least five (5) days before the scheduled date of the meeting, except in an emergency where twenty-four (24) hours will suffice.

SECTION 7. ACTION BY CONSENT

Any action required or permitted by these By-Laws to be taken by the Board of Directors at a meeting, may be taken without a meeting, if a unanimous consent is attained via written, telephone, or email communication.

ARTICLE VIII
COMMITTEES

SECTION 1. COMMITTEES

Club committees are established as three member committees. However, the size of any committee is not restricted to three members and all club members are encouraged to join committees of their choice.

All committees shall consist only of club members and will include a Board member serving as Chairperson. This provision does not limit the ability of any committee to seek the services of consultants who are not club members.

SECTION 2. FINANCE COMMITTEE

The Finance Committee shall consist of the Treasurer and two members of the club who are not serving on the Board of Directors.

The Finance Committee shall manage club finances including membership dues, program income and expenses, grant applications and acceptance, gifts and bequests, fund raising, and other financial matters brought before the committee.

The Finance Committee shall manage the inventory of club assets.

The Treasurer shall prepare a budget report to be presented at each Board of Directors meeting and approved by the members in attendance at the meeting. An informational budget report shall also be periodically presented during regular club meetings.

SECTION 3. PUBLICITY COMMITTEE

The Publicity Committee shall consist of the Secretary and two members of the club who are not serving on the Board of Directors.

The Publicity Committee shall publicize the affairs of the club as necessary and desirable from time to time.

The Publicity Committee shall ensure the publication of a quarterly club newsletter and may provide communications with club members via other media such as a club Web page and reports to members via email.

SECTION 4. PROGRAM COMMITTEE

The Program Committee shall consist of the Program Director and two members of the club who are not serving on the Board of Directors.

The Program Committee shall help in the facilitation of programs and activities planned for the club.

SECTION 5: MEMBERSHIP COMMITTEE

The Membership Committee shall consist of the Membership Director and two members of the club who are not serving on the Board of Directors.

The Membership Committee shall promote and facilitate club membership, ensure that all members have membership in NLDC, maintain club membership records, and complete an annual membership renewal program that is coordinated with the club's fiscal year.

SECTION 6: SPECIAL EVENTS COMMITTEE

The Special Events Committee shall consist of the President and two members of the club who are not serving on the Board of Directors.

The Special Events Committee shall plan and conduct major public events sponsored by the Club.

SECTION 7. ADDITIONAL COMMITTEES

The Board of Directors may provide for any additional committees and establish powers and duties of such committee as it may deem necessary from time to time.

SECTION 8. COMMITTEE MEETINGS

Committee members are expected to self-organize as necessary to complete committee responsibilities.

The committee chairperson shall communicate with the Board regarding all upcoming committee meetings, recommendations, and committee plans and activities.

ARTICLE IX CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the club, and such authorization may be general or confined to specific instances.

SECTION 2. LOANS

No loans shall be contracted on behalf of the club and no evidences of indebtedness shall be issued in its name.

SECTION 3. CHECKS, DRAFTS, ETC.

All orders for the payment of money, notes or other evidences or indebtedness issued in the name of the club, shall be signed by such officer or officers, of the club and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors of the club.

SECTION 4. DEPOSITS

All funds of the club not otherwise employed shall be deposited from time to time to the credit of the club in such banks, trust companies or other depositories as may be selected by or under authority of the Board of Directors of NLDC.

ARTICLE X COMPENSATION

No member of the Board of Directors or committee member shall receive any compensation from the club for services to the club by reason of performance of regular duties of position. Employees of NLDC may participate in or serve the club but will receive no additional compensation from the club for such activity.

ARTICLE XI GIFTS

Gifts made to the club shall be subject to the approval of the club Board of Directors. The Board shall follow guidelines developed by the NLDC Board of Directors regarding the acceptability of the organization, gifts, bequests, and other transfers.

ARTICLE XII
BOOKS AND RECORDS

The club shall keep complete books and records of accounts and minutes of the proceedings of its Directors and standing committees. All records of the club may be inspected by any Board member by request.

All financial records of the organization shall be reviewed by the Board of Directors under the supervision of the Treasurer, who shall report the results of such review during regular club meetings.

A file cabinet for club records will be maintained by the club at the NLDC office. The President will be the custodian of the records.

ARTICLE XIII
FISCAL YEAR

The fiscal year of this club shall be July 1 through June 30.

ARTICLE XIV
RULES AND PROCEDURES

The order of business for Board of Director meetings shall be as follows:

- a. Call to Order
- b. Reading and approval of the minutes.
- c. Reading and approval of officer and committee reports.
- d. Report of the President.
- e. Unfinished business.
- f. New business
- g. Adjournment.

ARTICLE XV
DISTRIBUTION OF ASSETS

If the club is dissolved, the assets of the club remaining, after paying or making provisions for the payment of all liabilities of the club shall be distributed to the NLDC.

ARTICLE XVI
ADOPTION AND AMENDMENTS

These By-laws shall be initially approved by simple majority of club members present, or vote by proxy, at a meeting designated for this purpose.

These By-laws may be amended, altered, or repealed by the Board of Directors at any regular meeting of the Board of Directors or at any special meeting, provided, in either case, that written notice of any proposed amendment shall be given at least thirty days before the meeting, which notice shall include a brief statement of the nature of the amendment. A majority vote by the Directors is required in order to amend these By-laws.

The Executive Director of NLDC shall be presented with the opportunity to review these By-laws before being presented to the club membership for approval. The Executive Director also shall be informed of all changes proposed to these By-laws, and he or she shall be responsible for determining whether action by the NLDC Board of Directors is necessary before implementing any provisions contained herein.

ARTICLE XVII
DISCRIMINATION

The club programs and activities are available to all people regardless of race, color, creed, age, national origin, sex, handicap, religion, or socio-economic level.