

# BYLAWS OF THE WISCONSIN SOCIETY FOR ORNITHOLOGY, INC.

(a Wisconsin nonstock, nonprofit corporation)

Adopted: January 18, 2015

Amended: May 16, 2020

## ARTICLE I. NAME

1.01 The name of the Corporation shall be “The Wisconsin Society for Ornithology, Inc.”

1.02 The Wisconsin Society for Ornithology, Inc., is a nonstock, nonprofit corporation incorporated under the laws of the State of Wisconsin.

## ARTICLE II. PURPOSE

The purpose of the Corporation shall be to promote the enjoyment, study and conservation of Wisconsin’s birds.

## ARTICLE III. MEMBERSHIP

3.01 **General.** Membership shall be open to all individuals interested in the objectives of the Corporation as set forth in Article II. Two or more individuals sharing the same address may be a single member of the Corporation. Pursuant to s. 6.01(d) a single membership has a single vote.

3.02 **Application for Membership.** Application for membership shall be made in the form and manner prescribed by the Board of Directors.

3.03 **Application Approval.** Applicants for membership shall be approved upon payment of dues.

3.04 **Annual Dues.** Annual dues for regular members shall be in such amount as shall from time to time be recommended by the Board of Directors and confirmed by the membership. Dues are payable at such time and manner as the Board may specify. Any regular membership terminates if dues are in arrears a length of time as determined by the Board

3.05 **Honorary Members.** An honorary member is an individual who has made an outstanding contribution to the field of ornithology and is elected to honorary membership by a majority vote of the Board of Directors. A maximum of 12 individuals may be honorary members at any given time. Honorary members pay no dues; they may vote and can hold office. Honorary memberships are for the duration of the life of the person so honored.

3.06 **Removal from Membership.** Any member may be removed from membership by a majority vote of the Board of Directors, for such conduct deemed prejudicial to the Corporation, provided that such member shall have first been served with written notice of the allegations against the member and shall have been given an opportunity to be heard at the meeting at which such vote is taken.

3.07 **Use of Membership List.** Without consent of the Board of Directors, a membership list or any part of a membership list may not be obtained or used by any person for any purpose unrelated to a member’s interest as a member.

## **ARTICLE IV. OFFICES**

**4.01 Principal and Business Offices.** The Corporation may have such principal and other business offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**4.02 Registered Office.** The registered office of the Corporation required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors or by the registered agent. The business office of the registered agent of the Corporation shall be identical to such registered office.

## **ARTICLE V. BOARD OF DIRECTORS**

**5.01 General.** The Board of Directors shall be responsible for the furtherance of the purposes of the Corporation, and the attainment of its objectives.

**5.02 Selection of Board Members.** The Board of Directors shall elect its members.

**5.03 Number of Directors.** The Board of Directors shall be composed of no fewer than five persons, and no more than 25 persons, including the five officers of the Corporation. .

**5.04 Membership Requirement.** All directors, including officers, shall be members of the Corporation.

**5.05 Terms and Compensation.** Members of the Board of Directors shall be elected for a term of three years. ~~a total of three consecutive terms. An individual who has served three terms may be re-elected to the Board of Directors one year or more after the end of his/her third term.~~ All directors shall serve without compensation. If a Board member resigns or otherwise leaves the Board the remaining Board of Directors may select an individual to complete the term in office of the departing Board Member. At the Board meeting at which this provision 5.04 of the Bylaws is adopted the current members of the Board, excluding the Officers, shall be divided into three classes by lot. Class 1 shall serve a term of one year from the next annual meeting of the Corporation, Class 2 shall serve a term of two years, and Class 3 shall serve a term of three years.

**5.06 General Powers.** The duties and powers of the Board of Directors shall include, but are not limited to: (a) managing the affairs and operations of the Corporation; (b) adopting policies and procedures regarding membership in the Corporation; and (c) creating standing and special committees.

**5.07 Removal.** Directors may be removed from office, with or without cause, by a majority vote of the Board of Directors.

**5.08 Vacancies.** Between annual meetings, vacancies on the Board of Directors shall be filled by individuals chosen by a majority vote of the Board.

**5.09 Conflict of Interest.** When a member of the Board of Directors has an actual or perceived

financial or personal conflict of interest as defined in the Corporation's Policies and Procedures, the affected person shall fully disclose the nature of the interest and withdraw from discussion, lobbying and voting on the matter. The minutes of meetings at which such votes are taken shall record such disclosure and recusal.

## **ARTICLE VI. MEETINGS**

**6.01 Meetings of the Members.** a) **Annual Meeting.** An annual meeting of the membership shall take place in conjunction with the annual convention at a time and place determined by the Board of Directors, or at such other time and place as determined by the Board. The annual meeting and the election of officers may be held electronically in 2020. The annual meeting shall include a report on the activities and financial condition of the Corporation by at least one officer, election of officers, and consideration of other matters as deemed appropriate by the Board.

(b) **Special Meetings.** Special meetings of the membership shall take place at a time and place determined by the Board.

(c) **Notice.** Annual and special meetings shall be announced to members of the Corporation with a minimum of 30 days' notice. Notice of meetings shall include matters to be approved and a statement that other matters may be considered.

(d) **Voting.** Each member shall be entitled to one vote, on any business coming before the meeting.

(e) **Quorum.** At any regular or special meeting of the members, a quorum for the transaction of business shall consist of ten members of the Corporation. Unless otherwise indicated by these bylaws, a simple majority of those present and voting shall be required to pass any motion at any meeting of the members.

**6.02 Meetings of the Board of Directors.** (a) **Regular Meetings.** The Board shall meet no less than quarterly at a time and place to be determined by the Board. A minimum of 15 days' written notice of such meetings shall be made to the directors. The Board shall meet in conjunction with the annual meeting and convention of the Corporation.

(b) **Special Meetings.** Special meetings may be held at the request of the President or a majority of the Board, at such time as the officers may determine upon at least 48 hours written notice to the directors.

(c) **Meetings by Telephone or Other Communication Technology.** Directors may participate in a regular or special meeting by electronic means of communication. All directors shall be given at least 48 hours' written notice that a meeting will take place at which official business may be transacted. In the case of a meeting by electronic means, all participating directors must be able to simultaneously communicate with each other during the meeting. In the case of a meeting by other technology, all communications during the meeting must be transmitted to each participating director, with each one able to immediately send messages to all other participating directors. A director participating in a meeting by a means described in this section is deemed to be present in person at the meeting.

(d) **Quorum.** At any regular or special meeting of the members of the Board, a quorum for the transaction of business shall consist of a majority of the members of the Board. At a meeting at which a quorum is present, a simple majority of those present and voting shall be required to pass any motion, unless otherwise provided herein. If a quorum is not present, the matters acted upon may be ratified at the next meeting of the Board at which a quorum is present, or a consent action pursuant to Paragraph 6.07 may be sought.

(e) **Agendas.** The President shall prepare the agenda for each meeting of the Board. If two or more Board Members request in writing that an item be added to the agenda, the President shall include that item on the agenda of the next Board meeting.

**6.03 Conduct of Meetings.** The President, and in his absence the Vice President or any person chosen by the board members present, shall call the meeting to order and shall act as chairperson of the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the board and the annual meeting of the membership. but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

**6.04 Parliamentary Authority.** The spirit of the rules contained in the current edition of Robert's Rules of Order, Newly Revised or any future edition of that work shall govern the meetings of the Board of Directors and meetings of the membership where they are applicable and not inconsistent in any way with these bylaws and/or any special rules of order the Corporation may adopt.

**6.05 Proxies.** Voting by proxy shall be permitted at meetings of the members of the Corporation. Voting by proxy shall not be permitted at meetings of the Board of Directors.

**6.06 Waiver of Notice by Members and Directors.** Members and directors of the Corporation may waive any notice required to be given to them. The waiver must be in writing and shall contain the same information that would have been required to be included in the notice. It can be signed by the member or director at any time, before or after the time of the meeting. A proper waiver shall be deemed to be the equivalent of notice.

**6.07 Action without Meeting.** Any action required or permitted by the Articles of Incorporation or bylaws or any provision of law to be taken at a meeting of the directors may be taken without a meeting.

(a) Written notice setting forth the intention to present an action so taken shall be sent to all directors entitled to vote with respect to the subject matter thereof.

(b) To encourage discussion, a waiting period of at least 24 hours following such notice shall be required before a motion can be presented; the person who presented the topic for discussion shall make the motion if it is deemed appropriate.

(c) Directors shall respond to the motion with their vote followed by their full name, first and last; such an electronic signature shall be as valid as an original signature.

(d) A consent in writing signed by two-thirds of the directors shall be required to pass the

action.

(e) The written action shall be effective when signed by the required number of directors.

(f) Such consent shall be placed in the minutes and shall have the same validity as a majority vote of the Board of Directors taken at a meeting.

## **ARTICLE VII. OFFICERS**

7.01 **Number.** The principal officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and Immediate Past President.

7.02 **Election and Term of Office.** The President, Vice President, and Secretary are to be elected by the members of the Corporation present at the annual meeting. Each officer shall hold office for a term of two years. The Treasurer shall be appointed by the President with the advice and consent of the Board of Directors for a term of two years and may be reappointed without limitation. An individual who has previously served as an officer may be again elected as an officer if at least one year has passed since he or she previously held office. Upon the election of a new President, the former President becomes the Immediate Past President for a term of two years.

7.03 **Removal.** Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served.

7.04 **Vacancies.** A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by appointment by the Board of Directors for the unexpired portion of the term.

7.05 **President.** The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall:

- (a) be a member of the Board;
- (b) when present, preside at all meetings of the members and of the Board;
- (c) have authority, subject to such rules as may be prescribed by the Board, to appoint such agents and employees of the Corporation as deemed necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President;
- (d) have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board; and, except as otherwise provided by law or the Board, authorize any other officer or agent of the Corporation to sign, execute and acknowledge such documents or instruments;
- (e) in general perform all duties incident to the office of President and such other duties

as may be prescribed by the Board from time to time.

(f) in the absence of the President or in the event of his or her death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, and in the absence of a Vice President, the Executive Committee shall appoint one of its members to act on behalf of the Corporation.

**7.06 Vice President.** The Vice President shall be a member of the Board of Directors. In the President's absence, or in the event of his or her death or inability or refusal to act, or if for any reason it shall be impractical for the President to act personally, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such authority as from time to time may be delegated or assigned to him or her by the President or by the Board. These additional duties shall include, but not be limited to, conducting the search process for the site of the next annual convention and identifying prospective board members. The execution of any instrument of the Corporation by any Vice President shall be conclusive evidence, as to third parties, of authority to act in the President's place.

**7.07 Secretary.** The Secretary shall: (a) be a member of the Board of Directors;

(b) keep the minutes of the meetings of the members and the Board;

(c) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

(d) keep the corporate records in a safe and secure manner; and

(e) in general perform all duties and exercise such authority as from time to time may be delegated or assigned to the Secretary by the President or Board.

**7.08 Treasurer.** The Treasurer shall: (a) be a member of the Board of Directors;

(b) have charge and custody of and be responsible for all funds and securities of the Corporation;

(c) receive monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws;

(d) keep in books or computer printouts and files belonging to the Corporation full and accurate accounts of all receipts and disbursements;

(e) disburse the funds of the Corporation in accordance with the direction of the Board or a majority of the members voting at a properly called meeting, taking proper vouchers for said disbursements and providing regular and complete reports of the financial transactions and status of the Corporation at all regular meetings; and

(f) in general perform all of the duties incident to the office of Treasurer and have such other

duties and exercise such other authority as from time to time may be delegated or assigned by the President or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine.

**7.09 Immediate Past President.** The immediate past president shall serve on the executive committee. If the past president is unable or unwilling to serve on the executive committee, the previous past president shall be invited to serve on the executive committee. If that person is not able to serve, the executive committee may choose a member of the Corporation to serve on the executive committee subject to the approval of the Board.

**7.10 Assistant and Acting Officers.** The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the Corporation in the officer's stead, or to perform the duties of such officer whenever for any reason it is impracticable for the officer to act personally. The assistant or acting officer or other agent so appointed by the Board shall have the power to perform all the duties of the office to which that person is so appointed, except as such power may be otherwise defined or restricted by the Board.

**7.11 Compensation.** The principal officers shall serve without compensation.

## **ARTICLE VIII. COMMITTEES**

**8.01 General.** The Board of Directors shall have the authority to establish the number and kind of standing and special committees as they determine necessary. The President shall appoint a member of the Corporation to chair each committee. The committee chair shall appoint members of the committee. The appointment of committee chairs shall be subject to the approval of the Board.

**8.02 Executive Committee.** The executive committee shall consist of the five officers of the Corporation. Except for the power to amend the Articles of Incorporation and Bylaws, and to take action on investment and strategic planning decisions, the executive committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board. The executive committee is subject to the direction and control of the Board. The Board as a whole shall be informed of all actions taken by the executive committee, and record of said actions shall be entered into the minutes.

### **8.03 Standing Committees.**

a) The Board shall annually appoint the chairs of the Standing Committees. Committee Chairs are accountable to the Board of Directors and shall at the request of the President prepare reports for individual board meetings and the annual meeting of the Corporation. The chair of each standing committee shall submit an annual report of the committee's activities and financial expenditures to the membership at the annual meeting. Committee reports shall be filed with the permanent records of the Corporation.

- b) An individual may serve as chair of more than one standing committee.
- c) The list of current standing committees shall be published periodically in the official publications of the Corporation.
- d) Membership of standing committees may include members of the Corporation who are not board members whenever feasible.

8.04 The President may appoint special committees at his or her discretion.

8.05 Editors. The President, with the advice and consent of the Board of Directors, shall appoint the Editors of the *Passenger Pigeon* and the *Badger Birder*. Editors may be officers or members of the Board of Directors.

## **ARTICLE IX. NOMINATION AND ELECTION OF OFFICERS**

9.01 **Nominating Committee.** No less than sixty (60) days prior to the annual meeting the President shall appoint a nominating committee consisting of three members of the Corporation, including two members of the board of directors, one of whom shall be appointed chair, and one other member of the board of directors, and one member of the Corporation who is not on the board of directors. The committee shall prepare a slate of candidates for election as President, Vice President and Secretary of the Corporation to be presented to the membership at the annual meeting.

9.02 **Election.** The President, Vice President, and Secretary of the Corporation shall be elected by a majority of the membership present and voting at the annual meeting in person, or, in the case of no contest, by acclamation, if so moved and carried.

## **ARTICLE X. INDEMNITY OF OFFICERS AND DIRECTORS**

10.01 **Mandatory Indemnification.** The Corporation shall indemnify an officer or director to the extent that person is successful on the merits or otherwise in a proceeding, for all reasonable expenses incurred in the proceeding if the officer or director was a party because that person was an officer or director of the Corporation.

10.02 **Indemnification, Exceptions.** In cases not included under Section 10.01 the Corporation shall indemnify an officer or director against liability incurred by that person in a proceeding in which the officer or director is a party because of that person's status as an officer or director unless liability was incurred because that person breached or failed to perform a duty owed to the Corporation and the breach or failure constitutes any of the following:

- (a) A willful failure to deal with the Corporation or its members in connection with a matter in which the officer or director has a material interest;
- (b) A violation of criminal law, unless the officer or director had reasonable cause to believe that the conduct was lawful or no reasonable cause to believe that the conduct was unlawful;
- (c) A transaction from which the officer or director derived an improper personal profit; or (d) willful misconduct.



10.03 **Procedure.** Any request for indemnification must be made in writing with a detailed explanation of the circumstances giving rise to the request and the grounds for indemnification. The Board of Directors is empowered to establish a procedure for the handling of such claims.

#### **ARTICLE XI. LIMITED LIABILITY OF OFFICERS AND DIRECTORS**

Except as provided in the Wisconsin statutes, officers and directors are not liable to the Corporation, its members or creditors, or any person asserting any rights on behalf of the Corporation, its members or creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from the status of officer or director, unless the person asserting the liability proves that the breach or failure to perform constitutes one of the following:

- (a) a willful failure to deal fairly with the Corporation or its members or creditors in connection with a matter in which the officer or director has a material conflict of interest;
- (b) a violation of criminal law, unless the officer or director has reasonable cause to believe the conduct was lawful or no reasonable cause to believe the conduct was unlawful;
- (c) a transaction from which the officer or director derived an improper personal profit; or (d) willful misconduct.

#### **ARTICLE XII. LIMITED LIABILITY OF VOLUNTEERS**

12.01 **Definition.** Volunteer means a natural person, other than an employee of the Corporation, who provides services to or on behalf of the Corporation without compensation.

12.02 **Immunity.** Except as provided in Section 12.03, a volunteer is not liable to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a volunteer, unless the person asserting liability proves that the act or omission constitutes any of the following:

- (a) a violation of criminal law, unless the volunteer had reasonable cause to believe that the conduct was lawful, or no reasonable cause to believe that it was unlawful;
- (b) willful misconduct;
- (c) if the volunteer is an officer or director of the Corporation, an act or omission within the scope of the volunteer's duties as an officer or director; or
- (d) any act or omission for which the volunteer received compensation or anything of substantial value in lieu of compensation.

12.03 **Immunity, Exceptions.** This section does not apply to any of the following:

- (a) a civil or criminal proceeding brought by or on behalf of any governmental unit, authority or agency;
- (b) a proceeding brought by any person for a violation of state or federal law where the proceeding is brought pursuant to an express private right of action created by state or federal statute;

(c) claims arising from the negligent operation of an automobile, truck, airplane or other vehicle by a volunteer;

(d) a proceeding against a volunteer who is licensed, certified, permitted or registered under state law and which is based upon an act or omission within the scope of practice under the volunteer's license, certificate, permit or registration; or

(e) proceedings based upon a cause of action for which the volunteer is immune from liability under any state or federal statute or regulation.

### **ARTICLE XIII. CORPORATE PROPERTY**

All property of any kind received by the Corporation shall be devoted exclusively to the furthering of the purposes of the Corporation as expressed in its Articles of Incorporation and these bylaws.

### **ARTICLE XIV. TAX-EXEMPT STATUS**

14.01 **General.** This Corporation is nonstock and nonprofit. It shall seek tax-exempt status from the taxing authorities and shall carry on no activity that would threaten that status.

14.02 **Net Earnings.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, members of its Board of Directors, including officers and any private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these bylaws.

14.03 **Prohibited Activities.** Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from the Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE XV. ENDOWMENT FUNDS**

The Corporation may establish Endowment Funds into which all undesignated bequests, and such other funds the Board of Directors may specify, together with any gifts, bequests or devises specifically directed thereto. These funds shall be segregated from all other accounts and be administered by the Treasurer.

### **ARTICLE XVI. AMENDMENT**

These bylaws may be amended by two-thirds vote of members of the Board of Directors then in office, after 15 days' written notice of the proposed changes and the date on which such vote will be taken. No amendment shall be inconsistent with any provision of the Articles of Incorporation or any provision of law. The amended bylaws shall be in full force and effect immediately upon their adoption.

### **ARTICLE XVII. MISCELLANEOUS**

17.01 **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

17.02 **Dissolution.** In the event of any dissolution of the Corporation, full or partial, in any

manner or for any reason, the assets of the Corporation that remain after making provision for the outstanding obligations of the Corporation shall be distributed exclusively to corporations organized and operated solely for purposes in keeping with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1954 as subsequently amended, as the Board of Directors with the approval of the members shall determine, and in accordance with the lawful activities and purposes of the Corporation.

17.03 **Seal.** This Corporation shall have no seal.

17.04 **Policy and Procedure Manual.** The Board of Directors may establish a procedure manual to further define the Corporation policy and procedures. This manual shall not be inconsistent with the Articles of Incorporation, these Bylaws or any provision of law. After approval this Procedure Manual may be modified by the Board with a simple majority vote.