

BY-LAWS OF THE FLORIDA ORNITHOLOGICAL SOCIETY, INC.

Article I. NAME and PURPOSE

- Section 1. Name - This organization shall be known as the Florida Ornithological Society, Inc.
- Section 2. Purposes and Objectives - The purposes and objectives shall be to engage in pursuits that advance ornithology in Florida; to facilitate research and education about birds in the wild; to unite amateurs and professionals in the study of birds in the wild; and to publish a scientific journal, and other publications, relevant to the members' common interests.

Article II. MEMBERSHIP

- Section 1. Members - The members of this Society shall consist of five (5) classes: individual members, family members, contributing members, student members, and honorary members.
- Section 2. Honorary Members - Qualifications for honorary membership are distinguished accomplishments in ornithology and some association with Florida. Honorary membership may be proposed to the Executive Committee by any three members and awarded by the Board of Directors by unanimous vote at the following Board meeting.
- Section 3. Dues - Dues for the various membership classes, and institutional subscriptions, shall be established on a calendar year basis and changed by the Board of Directors as deemed necessary. Honorary members shall be exempt from payment of dues.
- Section 4. Privileges - All members in good standing shall be entitled to vote at members' business meetings in person or by proxy, and to hold office, except as otherwise provided. Up to two (2) specifically- named individuals are entitled to vote under a family membership, but any family member may stand for office. Members in good standing shall be determined from a list filed with the Secretary by the Treasurer not more than seven (7) days before each members' business meeting, listing all members whose dues are current as of the filing date. This list shall be the only determinant of eligibility for membership privileges.
- Section 5. Dues in Arrears - Members (except Honorary Members) whose dues are unpaid

after ninety (90) days from the date the dues notices are mailed, or by March 31st, whichever is later, shall be dropped automatically from the membership.

Article III. MEETINGS

- Section 1. General Meetings - There shall be at least two general meetings of the Society held annually. General meetings shall be open to all members, their guests, and the interested public. No business shall be conducted at general meetings. General meetings shall be held at various locations within or adjacent to the State of Florida. The Vice President shall arrange for general meetings and shall serve as liaison between the Society and its local hosts.
- Section 2. Annual Members' Business Meeting - There shall be an annual members' business meeting held in conjunction with and at the site of the Society's first general meeting of the year, at a date and time designated by the Board of Directors. The membership shall be notified not less than thirty (30) days in advance of the meeting.
- Section 3. Quorum - Except as otherwise provided in these By-laws, fifteen (15) members in good standing shall constitute a quorum for the transaction of business at any regular or special business meeting of the membership.
- Section 4. Special Members' Business Meetings - There may be other business meetings of the membership called either by the Board of Directors or by a majority of the members present at any meeting, provided notice is given to all members not less than thirty (30) days in advance. Voting on immediate issues may be conducted by mail ballot, providing the ballots are mailed at least thirty (30) days prior to the decision. Notwithstanding other provisions in these By-laws, fifty (50) mail ballots received from members in good standing shall constitute a quorum for any vote of the membership conducted by mail.
- Section 5. Board of Directors - One or more regular meetings of the Board of Directors shall be held in conjunction with and at the site of each general meeting of the Society. Special meetings of the Board may be called by the President or by a majority of the Executive Committee by delivery of written or verbal notice of such meeting to each director at least ten (10) days in advance, stating the date, time, place, and purpose of such meeting.

Article IV. OFFICERS

- Section 1. Officers - The officers of this Society shall be a President, a Vice President, a Secretary, a Treasurer, and the Editor of the *Florida Field Naturalist* and the Editor of *FOS Special Publications*. The duties of these officers shall be those usually pertaining to their offices as specified in Robert's Rules of Order Newly Revised.
- Section 2. Election - All officers except the Editors shall be elected as the previous term expires at an annual members' business meeting by acclamation or by ballot of a majority of the members in good standing. The terms for the duly elected president and treasurer shall expire in the same year with the terms for the duly elected vice president and the secretary expiring in the subsequent year. The Nominating Committee shall present a slate of candidates, and the President shall then call for nominations from the floor, to be made by any member in good standing. Only members of the Society in good standing may stand for election to any office. No individual may hold more than one office concurrently.
- Section 3. Terms of Office - The President and Vice President shall hold office for two (2) years and shall be eligible for re-election for a second term. The Secretary and Treasurer shall be elected for two (2) year terms and shall be eligible indefinitely for re-election. Officers' terms shall begin immediately following their election and shall continue until their successors are elected.
- Section 4. Editor - The Editors of the *Florida Field Naturalist* and the *FOS Special Publications* shall be appointed annually by the Board of Directors and is eligible indefinitely for reappointment.
- Section 5. Resignation, Death, Disability, or Failure to Serve - If an officer resigns, dies, becomes disabled and unable to serve, or fails to serve during his or her term of office, the Board of Directors may appoint any member in good standing to serve out the remainder of that officer's term. The Board of Directors shall determine that an officer is disabled and unable to serve only upon the written advice of a physician legally qualified to practice in Florida. The Board of Directors may determine that an officer has failed to serve by any reasonable and relevant criteria. If the Board of Directors makes such a determination, it shall notify the affected officer in writing that he or she has been replaced for the duration of his or her term, giving

the reasons therefor. Any such determination by the Board of Directors shall be binding.

Article V. BOARD OF DIRECTORS

- Section 1. Directors - The officers of the Society, the immediate Past-President of the Society if qualified under Section 6 of this Article, and six (6) elected members-at-large of the Society, shall constitute a Board of Directors. No individual may hold more than one position on the Board of Directors concurrently.
- Section 2. Quorum - Six (6) or a majority of its standing members, whichever is fewer, shall constitute a quorum for transacting business at any meeting of the Board of Directors.
- Section 3. Authority - The Board of Directors shall have general charge and control of the business, funds, and property of the Society.
- Section 4. Election - The six (6) elected members-at-large of the Board of Directors shall be elected as the previous terms expire at an annual members' business meeting by acclamation or by ballot of a majority of the members in good standing present. The Nominating Committee shall present a slate of candidates, and the President shall then call for nominations from the floor, to be made by any member in good standing. Only members of the Society in good standing may stand for election to the Board of Directors.
- Section 5. Terms of Office - The elected members-at-large of the Board of Directors shall serve terms of three (3) years with their terms staggered so that two (2) directors, who are not officers, shall be elected at each annual members' business meeting. No individual may serve more than two (2) consecutive terms as an elected member-at-large of the Board. Terms of office for elected members-at-large of the Board shall begin immediately following their election and shall continue until their successors are elected. The current officers of the Society shall serve on the Board of Directors for the duration of their terms in office.
- Section 6. Immediate Past-President. The immediate Past-President of this Society shall serve as an unelected member of the Board of Directors for a term not exceeding two (2) years from the date his or her successor is elected, provided that he or she was originally elected as an officer under Section 2 of Article IV of these By-laws, and provided that he or she continues to be

a member in good standing of this Society. In the event that a newly-elected President is re-elected for a second term of two (2) years, the Immediate Past-President's term shall also extend for another two (2) years.

Section 7. Resignation, Death, Disability, or Failure to Serve - If an elected member-at-large of the Board of Directors resigns, dies, becomes disabled and unable to serve, or fails to serve during his or her term of office, the Board of Directors may appoint any member in good standing to serve out the remainder of that person's term of office. The Board of Directors shall determine that an elected member-at-large is disabled and unable to serve only upon the written advice of a physician legally qualified to practice in Florida. The Board of Directors may determine that an elected member-at-large has failed to serve by any reasonable and relevant criteria. If the Board of Directors makes such a determination, it shall notify the affected person in writing that he or she has been replaced for the duration of his or her term, giving the reasons therefor. Any such determination by the Board of Directors shall be binding.

Section 8. Other Editors or Assistants - The President or the Board of Directors may appoint other editors or assistants for any needed activity of the Board or of the Society. Such appointed persons shall serve in their appointive role at the pleasure of the Board of Directors and may be removed by the Board at any time for any reason. No appointed person may vote on the Board of Directors except as otherwise provided in these By-laws.

Article VI. COMMITTEES

Section 1. Executive Committee - There shall be an Executive Committee composed of the officers which shall be empowered to act for the Board of Directors in necessary business between meetings of the Board, except that the Executive Committee is not empowered to amend the Society's budget by more than \$500.00. The Committee's actions shall be submitted to the Board of Directors for approval and ratification at the next Board meeting.

Section 2. Nominating Committee - The Nominating Committee shall consist of three (3) members of which the President shall appoint the Chairman and the Board of Directors shall elect the remaining two (2) members. The term of the committee members shall be two (2) years.

Section 3. Finance Committee - The Finance Committee shall consist of at least three (3)

members appointed by the President, none of whom may be related to the Treasurer by blood or marriage. The Treasurer shall also ex-officio as a non-voting member of the committee. The appointed members shall serve terms of two (2) years. The Finance Committee shall manage the finances of the Society, shall review the Treasurer's books, records, and proposed budget, and shall advise the Board of Directors on all matters relating to the Society's finances. The appointed members of the Finance Committee shall not be deemed fiduciaries by virtue of their appointment or duties.

- Section 4. Editorial Advisory Board - The Editorial Advisory Board, appointed by the President, shall consist of at least three (3) members who shall serve terms of five (5) years. The Editorial Advisory Board advises the President, Board of Directors, and Editors regarding Florida Ornithological Society publications and is the search committee for candidates for the office of Editor of the Florida Field Naturalist and for any other editors or assistant editors of Society publications.
- Section 5. Records Committee - The Records Committee shall consist of seven (7) members appointed by the President for staggered terms of seven (7) years. No member may be reappointed to the Records Committee until an absence from the committee of at least one (1) year. This committee shall evaluate reports of birds recorded in the wild in Florida and is responsible for updating the scientific record of Florida's avifauna. Material provided to this committee shall be archived to be accessible to future researchers. The committee shall publish its decisions periodically in the Florida Field Naturalist. One or more secretaries shall be chosen by the committee to serve as liaison with the public, the Archives Committee, and the Florida Field Naturalist. The procedures used by the committee in soliciting, evaluating, and publishing reports shall be reviewed and approved by the Board of Directors.
- Section 6. Grants and Awards Committee - This committee, consisting of six (6) members, shall be appointed by the President for terms of three (3) years. The committee shall maintain long-term records of gifts to the Grants and Awards Funds along with the wishes of the donors. It shall periodically solicit and review proposals for grants-in-aid of ornithological research and/or environmental education with a strong ornithological emphasis. Each grant or award shall be in memory of one or more individuals important to Florida ornithology. The guidelines for such grants and awards (including their frequency) shall be established periodically by the Board of Directors in consultation with this committee and any respective donors. After reviewing applications submitted for memorial grants or

awards, this committee shall recommend one or more awardees, but in any given year it shall be under no obligation to do so. The amount of each grant or award shall be determined by the Board of Directors based upon income available from the Grants and Awards Fund, and over time shall reflect roughly the proportion of said Fund given in memory of the individual(s) being memorialized.

- Section 7. Archives Committee - The Archives Committee shall consist of at least three (3) members appointed by the President. The purpose of the committee shall be to seek and to catalog material it deems relevant to the avifaunal history of Florida or to the history of the Society. The committee shall attempt to arrange accessible housing for such material within Florida, whether or not under the Society's direct control. Archived material under the Society's control shall be available to the membership for research and for other purposes, subject to any rules or guidelines established by the committee.
- Section 8. Membership Committee – A Membership Committee, comprised of three (3) members, shall be appointed by the President for terms of three (3) years. This committee shall create and oversee recruitment efforts designed to attract new members to FOS and to retain current members.
- Section 9. Conservation Committee - The Conservation Committee shall consist of at least (3) members appointed by the President for staggered terms of three (3) years. The committee shall track important public policy issues that might impact wild birds in Florida, serve as a clearinghouse for information about the conservation of Florida birds, and recommend specific actions with scientific bases in response to these issues to the Board. Specific actions would need to be reviewed and approved by the Board of Directors.
- Section 10. Special Committees - The President may appoint special committees to handle specific matters when deemed necessary by the Board of Directors. These committees are terminated when their particular tasks are completed unless a term is otherwise stated. No special committee may have fewer than three (3) members.
- Section 11. Eligibility, Reappointment, Removal, Resignation, and Replacement of Appointed Committee Members - Any member in good standing of the Society is eligible for appointment or reappointment to any committee, and may serve on more than one committee simultaneously, except as otherwise provided in these By-laws. All appointed committee members serve at the pleasure of the Board of Directors and may be removed at any time by the

Board for any reason. Vacancies arising on any committee because of the resignation or removal of any appointed member may be filled by the President for the remainder of the applicable term (if one is so stated) by any eligible member of the Society.

Article VII. PUBLICATIONS

- Section 1. Florida Field Naturalist - The official publication of this Society shall be the Florida Field Naturalist. Its editorial policies shall be determined by the Editor in consultation with the Editorial Advisory Board and the Board of Directors and shall uphold scientific principles. The Florida Field Naturalist shall be sent to all members not in arrears of dues.
- Section 2. Newsletter - A newsletter, separately edited from the Florida Field Naturalist, to inform members about Society business, meetings, field trips, membership, ornithological activities, and other matters of general interest, may be issued periodically and mailed to all members not in arrears of dues.
- Section 3. Special Publications - The Society may issue and offer for sale separate publications to be known as Florida Ornithological Society Special Publications (numbered). Each special publication must be authorized by the Board of Directors based upon the recommendations of the Editorial Advisory Board. One or more Editors responsible to the Editorial Advisory Board may be appointed to solicit manuscripts or to edit authorized Special Publications. One or more Representatives responsible to the Treasurer may be appointed to handle any aspect of the production, promotion, sales, or storage of Special Publications. All appointments under this section shall be in accordance with Section 8 of Article V. All income and expenses pertaining to Special Publications shall be accounted through the Special Publications Fund.

Article VIII. ACCOUNTS and RECORDS

- Section 1. Accounts Review - The book of accounts of this Society shall be maintained by the Treasurer and reviewed annually by the Finance Committee. The Finance Committee's written opinion shall be incorporated into the records of the Society.
- Section 2. Annual Statement - The Treasurer shall present an annual written financial

statement on the monetary affairs and transactions of this Society to the Board of Directors. The financial statement shall be available for inspection at the annual Members' Business Meeting, be incorporated into the records of the Society, and be published in the Florida Field Naturalist or the Society's Newsletter.

- Section 3. Membership List - A record of the members of this Society shall be maintained by the Treasurer. A list of members in good standing shall be filed with the Secretary by the Treasurer not more than seven (7) days prior to each Members' Business Meeting and shall be available for inspection at that meeting. The members' names with addresses shall be used only for the business of the Society.
- Section 4. Records - The Secretary shall keep minutes of the Members' Business, Board of Directors, and Executive Committee meetings; records of the names, terms, and duties of elected or appointed officers, board members, committee members, and other appointed persons; and the various financial and other reports. Copies of the minutes of the meetings of the Board of Directors and the Executive Committee shall be sent to members of the Board following each meeting. A summary of Members' Business Meetings shall be published in the Society's Newsletter or in the Florida Field Naturalist. Records no longer current shall be deposited in the Society's archives.
- Section 5. Drafts and Checks - All drafts and checks of the Society shall be signed by two unrelated Officers or other designees of the Board of Directors.
- Section 6. Operating Fund - A general fund is established in the book of accounts of the Society which shall be known as the Florida Ornithological Society Operating Fund. The purpose of the Operating Fund is to provide monies for conducting the Society's ordinary business, including (but not limited to) publishing the Florida Field Naturalist and other regular publications, and holding meetings. All dues, general contributions, income in respect to meetings and regular publications (including income from page charges and the sale of back issues of the Florida Field Naturalist), and miscellaneous receipts, shall be placed in the Fund by the Treasurer.

The Operating Fund shall be managed by the Treasurer as advised by the Finance Committee. Income earned on the Fund shall not be segregated and shall be added to the Fund. No monies other than the normal operating costs of the Society, as approved in an annual budget by the Board of Directors, shall be withdrawn from the Fund except as otherwise provided.

The Finance Committee shall review and present the Society's Annual Statement for the prior year to the Board of Directors. Following consideration of the Society's budgeted needs for the current year and any recommendations of the Finance Committee, the Board of Directors may authorize transfer of any portion of the Operating Fund that it considers surplus to one or more of the Society's limited funds. The Board may authorize additional unbudgeted expenditures from the Operating Fund if it determines that an extraordinary need exists. Upon dissolution of the Society, the Fund's assets shall be distributed in accordance with Article IV of the Society's Articles of Incorporation.

Section 7. Special Publications Fund - A limited fund is established in the book of accounts of the Society which shall be known as the Florida Ornithological Society Special Publications Fund. The purpose of the Special Publications Fund is to provide monies for preparing, publishing, or selling those Special Publications of the Society authorized by the Board of Directors. All monies donated or transferred to the Fund, and all revenues received from the sale of Special Publications, shall be placed in the Fund by the Treasurer.

The Special Publications Fund shall be managed by the Treasurer as advised by the Finance Committee. Income earned on the Fund shall not be segregated and shall be added to the Fund. Except as otherwise provided, no monies shall be withdrawn from the Fund except to serve the Fund's purposes following a vote of the Board of Directors. Any operating costs of the Fund shall be borne by the Fund. From time-to-time, based on recommendations from the Finance Committee, The Board of Directors may transfer monies in the Fund beyond what is reasonable and prudent to meet the Fund's specific purposes to any of the Society's other Funds.

Dissolution of the Fund may be authorized by a three-quarters (3/4) vote of the Society's members transacting business as provided in these By-laws. Notice of such proposed dissolution shall be given to each member of the Society at least thirty (30) days before said vote. Upon dissolution of the Fund or the Society, disbursement of the Fund's assets shall be to one of the Society's other Funds or in accordance with Article IV of the Society's Articles of Incorporation.

Section 8. Grants and Awards Funds - A limited fund is established in the book of accounts of the Society from designated gifts and authorized transfers from other Funds which shall be known as the Florida Ornithological Society Grants and Awards Funds. The purpose of the Grants and Awards Funds is to

provide grants-in-aid for qualifying research and education activities, as determined by the Board of Directors. All monies donated or transferred to the Funds shall be placed in the appropriate Fund by the Treasurer.

The Grants and Awards Funds shall be managed by the Treasurer as advised by the Finance Committee. Any operating costs of the Fund shall be borne by the income earned by the Funds. Interest or other income earned by any of the Funds shall be segregated and shall be re-invested, except that accumulated income may be withdrawn for awards or be reclassified as principal, in whole or in part, by vote of the Board of Directors.

Principal shall not be withdrawn from the Grants and Awards Funds. Principal shall be disbursed only upon a Fund's dissolution. Dissolution of a Fund may be authorized by a three-quarters (3/4) vote of the Society's members transacting business as provided in these By-laws. Notice of such proposed dissolution shall be given to each member of the Society at least thirty (30) days before said vote. Upon dissolution of a Fund or the Society, disbursement of a Fund's assets shall be to one of the Society's other Funds or in accordance with Article IV of the Society's Articles of Incorporation.

Section 9. Endowment Fund - A limited fund is established in the book of accounts of the Society from designated gifts and authorized transfers from other Funds which shall be known as the Florida Ornithological Society Endowment Fund. The purpose of the Endowment Fund is to provide a reserve against any unforeseen needs of the Society. All monies donated or transferred to the Fund shall be placed in the Fund by the Treasurer.

The Endowment Fund shall be managed by the Treasurer as advised by the Finance Committee. Any operating costs of the Fund shall be borne by the income earned by the Fund. Interest or other income earned by the Fund shall be segregated and shall be re-invested, except that accumulated interest may be transferred to any of the Society's other Funds, or be reclassified as principal, in whole or in part, by a vote of the Board of Directors.

No principal shall be withdrawn from the Endowment Fund except to serve the Society's purposes by a three-quarters (3/4) vote of the Society's members transacting business as provided in these By-laws. Notice of such proposed withdrawal, and the purpose therefor, shall be given to each member of the Society at least thirty (30) days before said vote. Upon

dissolution of the Society, the Fund's assets shall be distributed in accordance with Article IV of the Society's Articles of Incorporation.

- Section 10. Policy List – The Secretary shall keep a running list of all official Board policies, based on the minutes of each Board Meeting, so that an updated list of policies is always available to the board for review.

Article IX. GENERAL MATTERS

- Section 1. Fiscal Year - The fiscal year of this Society shall be the calendar year.
- Section 2. Rules of Order - Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters not specifically provided for in these By-laws or in the Society's Articles of Incorporation.
- Section 3. Amendments - According to the Articles of Incorporation, the By-laws of this Society may be amended at any meeting of the Board of Directors by a vote of two-thirds (2/3) of the Board's members. Amendments shall be written into the official copy of these By-laws held by the Secretary. Adoption of new By-laws in whole or in part shall be considered as amendments to these By-laws.
- Section 4. Interim Measures - Whenever the Board of Directors amends the By-laws of this Society, it may establish any reasonable interim measures or provisions to achieve an orderly transition between the former and corresponding new stated provisions in the By-laws. Such interim measures or provisions expire automatically when each corresponding new stated provision of these By-laws become fully effective.
- Section 5. Primacy of Articles of Incorporation and Florida Law - If any provision of these By-laws is in conflict with the currently effective Articles of Incorporation of this Society or the Statutes of the State of Florida, that provision only shall be interpreted to conform with the Articles of Incorporation or the Statutes, respectively, until these By-laws are amended accordingly, and all other provisions of these By-laws shall remain in effect.

1992 By-laws Review Committee: Caroline H. Coleman, John C. Ogden, William B. Robertson, Jr., and P. William Smith (Chair).

2006 Bylaws Committee: David Freeland (Chair), Bruce Anderson, and Ann Paul