

BYLAWS OF THE NEW MEXICO ORNITHOLOGICAL SOCIETY

Revised 11 April 2015 by vote of the membership.

ARTICLE I. NAME, LOCATION, AND CORPORATE SEAL.

Section 1. Name: The name of this corporation shall be the New Mexico Ornithological Society, a non-profit organization hereinafter referred to as the Society.

Section 2. Location: The location of the principal office of the corporation shall be in the City of Albuquerque, County of Bernalillo and State of New Mexico.

Section 3. Seal: The corporate seal of the corporation shall have inscribed thereon the name of the corporation and the words "Corporate Seal" "New Mexico" and "1961."

ARTICLE II. MEMBERSHIP OF THE NEW MEXICO ORNITHOLOGICAL SOCIETY.

Section 1. Qualifications: Members of the Society shall be persons interested in ornithology whose dues are paid. Dues shall be payable annually and are due January 1 of each year.

Section 2. Classes of Membership and Dues: The classes of membership of the Society shall be Patron, Supporting, Family, Regular, and Student with corresponding dues determined by the Board of Directors. Life Members may be appointed by the Board of Directors.

Section 3. Annual Meeting: There shall be an annual meeting of the Society for the purpose of transacting such business as may appear on the agenda or be brought before the Society. Biennially the Annual Meeting shall be held in Albuquerque. In alternate years an effort shall be made to hold the Annual Meeting at a location other than Albuquerque.

Section 4. Notice: Call for the annual meeting of the Society shall be given not less than 30 days thereto by written notice sent to each member at the address which appears on the membership records of the organization.

Section 5. Rights and Privileges. The members of the Society may specifically instruct the Board of Directors in the performance of its duties by: an affirmative vote of the majority of members attending an annual meeting of the Society; or an affirmative vote of the majority of the mailed ballots of members received resulting from a petition by any three members of the Society for such a vote; provided that the number of affirmative ballots in each case must exceed one-fourth of the total paid-up membership of the Society at the time of the vote.

ARTICLE III. BOARD OF DIRECTORS.

Section 1. Number and Tenure: The Board of Directors shall consist of seven members comprising the Officers plus three additional Directors with the President as Chairperson. Members of the Board shall be elected by the membership for terms of two years. An effort shall be made to obtain representation of different parts of the State among the Directors.

Section 2. Proxy Voting: Any Director who is unable to attend a meeting of the Board of Directors shall give his/her proxy to a member who will be present. Such a proxy may be general or specific, but will not affect the necessity for the presence of a quorum.

Section 3. Duties and Powers: The Board of Director shall be vested with the general management of the affairs of the corporation, shall care for and control its property, shall have power by majority vote of the remaining Directors to fill vacancies on the Board of Directors for unexpired terms, and shall act as the Editorial Advisory Board.

Section 4. Annual Meeting: The annual organizational meeting of the Board of Directors shall be held in conjunction with the annual meeting of the Society and without further notice than this Bylaw.

Section 5. Quorum: Four (4) Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and further provided, that if less than a quorum is present at any meeting, a majority of the Directors present may adjourn the meeting without further notice. The acts of a majority of the Directors present at a meeting, at which a quorum is present, shall be the acts of the Board of Directors: Provided, that if a majority of the Directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors.

Section 6. Resignation: Any Director may resign at any time; such resignation to be made in writing to the Board of Directors, and upon its acceptance by the Board of Directors shall become effective immediately.

ARTICLE IV. OFFICERS AND THEIR DUTIES.

Section 1. Officers: The Officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer.

Section 2. President: The President shall preside at all meetings of the Board of Directors and meetings of the Society. The President may, on behalf of the corporation, sign any documents or instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws to some other Officer or Agent of

the corporation, or shall be required by law to be otherwise signed and executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section 3. Vice-President: The Vice-President, in the absence of the President, or in the event of the President's inability or refusal to act, 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 as, from time to time, may be assigned by the President or by the Board of Directors.

Section 4. Secretary: Under the direction of the President the Secretary shall carry out the necessary preparatory work, such as the preparation of agenda and the circulation of papers for consideration, for all business meetings of the Society; keep and distribute the minutes of the meetings of the Board of Directors and the Society; see that all notices are duly given in accordance with the provisions of the Bylaws; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all instruments and documents, the execution of which has been authorized by the Board of Directors; and keep and distribute a directory of Society members. The Secretary shall also perform other duties as assigned by the President or by the Board of Directors.

Section 5. Treasurer: The Treasurer shall have custody and charge and be responsible for all funds and securities of the corporation; shall prepare an annual financial report for presentation at the annual meeting; and shall cause to be deposited all corporate monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall pay bills as directed by the Board of Directors and accomplish such other tasks as directed by the Board.

ARTICLE V. ELECTION OF OFFICERS AND DIRECTORS.

Section 1. Nominations: The President shall appoint a nominating committee, consisting of three members of the Society, excluding members of the Board, which committee shall nominate and submit a list of proposed Officers and Directors by position, residents of New Mexico and members of the Society, to the Secretary for publication in the Annual Meeting Notice (See Art. II, Sec. 4.). Further nominations, if any, signed by at least three members of the Society, must be mailed to the Secretary in time for publication in the Annual Meeting Notice. No nominations shall be accepted from the floor during the Annual Meeting.

Section 2. Nominations for Re-election: Any Officer or Director may be nominated for re-election.

Section 3. Election of Officers and Directors: The Officers and Directors shall be elected every two years at the Annual Meeting held in Albuquerque.

ARTICLE VI. SALARIES.

Section 1. Salaries: No salary or other compensation shall be paid to any Director for acting in that capacity.

ARTICLE VII. STAFF.

Section 1. Appointees: The President with the consent of the Board of Directors may appoint an editor of the Bulletin, an editor of the Field Notes, and other functionaries as needed. All such appointees may participate in meetings of the Board of Directors without vote.

ARTICLE VIII. FISCAL YEAR AND AUDIT.

Section 1. Fiscal Year: The Fiscal Year of the corporation shall be the Calendar Year.

Section 2. Audit: Preceding each annual meeting of the Society, an audit of the records of the Society shall be made. The results of this audit shall be presented at the annual meeting and incorporated into the minutes.

ARTICLE IX. AFFILIATION.

Section 1. Conditions: Upon an affirmative vote of two-thirds of the members of the Society voting, the Society may affiliate with another society organized for a related purpose, provided that the Society shall in no way lose its autonomy or the privilege of terminating such affiliation upon a subsequent affirmative vote of two-thirds of the members of the Society voting.

ARTICLE X. COMMUNICATIONS AND PUBLICATIONS.

Section 1. Bulletins and Newsletters: Bulletins and newsletters shall be published by the Society and distributed to the Society membership.

Section 2. Field Notes: Field Notes for each of the four seasons shall be distributed to the Society membership upon completion.

Section 3. Other Publications: Any other communications or publications which the Board of Directors may cause, from time to time, to be published shall be made available to the membership.

ARTICLE XI. AMENDMENTS.

Section 1. Requirements: These Bylaws may be amended by majority vote of the members present at the annual meeting, or by majority vote of the entire membership in case of balloting by mail or by electronic means including email, but in either event only after any proposed change in these Bylaws shall have been submitted in writing (by mail or email, and posted on the Society website) to the members not less than 30 days prior to the date such action is to be taken or considered.