

KIRTLAND BIRD CLUB

ARTICLES OF ASSOCIATION

- First: The name of the organization shall be the Kirtland Bird Club.
- Second: The place in Ohio where its principal office is to be located is Cleveland, Cuyahoga County, Ohio.
- Third: Said organization is organized exclusively for educational and scientific purposes, namely, the serious study of ornithology with a view to increasing the knowledge of the individual member in this field; the exchange of ornithological experiences and records; the compilation and publication of important information, such as seasonal migration and residence data for birds of the Cleveland region; and the promotion of good fellowship among members. This includes, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- Fourth: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 Article Third hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this organization shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this organization.
- Fifth: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this \_\_2nd\_\_ day of \_January\_, 2002\_.

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ANDREW LIHANI, President

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MARY ANNE ROMITO, Treasurer

## THE KIRTLAND BIRD CLUB

### BYLAWS

#### ARTICLE 1. Members

##### Section A. Membership Requirements

Any person interested in the serious study of birds is eligible for membership. Upon payment of dues, such person becomes a member.

##### Section B. Termination of a Membership

Members four months in arrears for dues shall be notified by the Corresponding Secretary of their status, and failing payment of dues within one month of notification, shall be dropped from the membership rolls.

#### ARTICLE 2. Officers

The officers of the club shall consist of a President a Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer, whose duties shall be those usually exercised by such official

#### ARTICLE 3. Election of Officers

##### Section A. Method of Election and Term of Office

No later than the April meeting of the Club, the President shall appoint a Nominating Committee consisting of at least three members. This committee shall submit nominations for each vacancy at the May meeting, at which time the annual election of officers shall be held. The nominating committee may not nominate any of its own members for any office. Additional nominations, which may include members of the nominating committee, may be made from the floor. All nominees must be members. Voting shall be by voice or show of hands with a simple majority of members present needed for election. The newly-elected officers shall enter office at the following September meeting or upon the earlier resignation of an incumbent. Officers other than the President shall hold office for one year, or until their successors are installed. Beginning with the 2003 election, the President shall be elected for a two-year term.

##### Section B. Method of Filling Vacancies.

If, for any reason, an officer or officers is or are unable to complete their term or terms of office, the President, subject to the unanimous approval of the remaining officers, shall appoint a successor or successors to serve out the term or terms. Failing unanimous approval, the President shall call a special election at the next regular meeting to fill the remainder of any terms left vacant.

#### ARTICLE 4. Committees

The President may appoint the chair and members of any committee (which is not elsewhere defined in these Bylaws) which he or she deems desirable to fulfill any Club purpose, and define such committees' duties and length of service.

ARTICLE 5. Conduct of Business.

Regular meetings shall be held monthly, with the exception of June, July, and August, on the first Wednesday of the month, unless otherwise scheduled to avoid holidays or other conflicts. Other meetings may be arranged as needed.

A quorum shall consist of twenty members and is required for any vote to be taken. The rules contained in Roberts' "Rules of Order" (Revised) shall govern the Club deliberations in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of the Club. Only members may vote on a motion.

ARTICLE 6. Club Year

The Club year shall consist of 12 consecutive months, beginning with the month of September. The terms of officers and payment of dues shall conform to said year. Dues paid by new members after the month of February shall be considered paid for the rest of that Club year and the following Club year.

ARTICLE 7. Finances.

Section A. Dues.

The amount of the dues, which shall be payable at the first meeting of each Club year, may be changed when necessary by a majority vote of the members present at the May meeting.

Section B. Disbursement of Funds

The Treasurer shall make payment of any ordinary expense incurred in the operation of the Club and in the production of THE CLEVELAND BIRD CALENDAR. Any extraordinary expenditure must receive prior approval by majority vote of the members present at a regular or special meeting. An exception is when, in the judgment of the President, a condition or circumstance requires immediate action. In this case, the President may, with the approval of a majority of the Club officers, direct the disbursement of a sum not to exceed \$250.00 for such an expense.

ARTICLE 8. Amendments

Amendments to these Bylaws may be submitted as a motion by any member of the Club at any regular meeting. The motion shall be publicized to the membership before the next regular meeting by inclusion in the newsletter or by special mailing as appropriate. The motion shall be voted upon at the regular meeting following its submission and shall require a two-thirds majority vote of the members present for passage. Unless otherwise defined in the motion, an Amendment to the Bylaws shall become effective immediately upon its passage.

(Revised January, 2002)