

# 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 NLDC By-laws and policies.

The Club is self-sufficient in the pursuit of Club programs and activities but is partially supported by NLDC as described via the NLDC Affiliate Organization Policy.

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, Cornell Lab 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 concurrent with the individual member’s membership with NLDC.

#### SECTION 2. QUALIFICATION OF MEMBERS

The qualifications for membership in the Club are to be a member of NLDC plus payment of annual Club dues.

#### 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 NLDC Executive Director/designees. In order to protect the privacy of Club members, the membership record may not be released to other parties.

#### 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 within a reasonable time following their due date.

All rights of a member in the Club shall cease on conclusion of membership as herein provided. Membership dues are nonrefundable.

### 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 CLUB MEMBERS

Special meetings of the members may 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 general membership meetings.

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. The Board will prepare an annual budget prior to the start of the new fiscal year.

## SECTION 2. COMPOSITION

The Board of Directors consists of adults occupying the positions of President, Secretary, Treasurer, Program Director, and Membership Director. Non-voting liaisons may be named via a majority vote by the Board of Directors. Such positions do not represent one of the 5 elected Board of Director positions.

## 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 are elected for three-year terms. No board member shall be elected to more than two consecutive full three-year terms. After serving two consecutive terms, a Board member may not return to the Board until a period of one (1) year has passed. As terms expire, replacements shall be elected for three-year terms.

## 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 shall have the prime responsibility of communicating as necessary with the Executive Director of NLDC for the purpose of ensuring that the Club continues to meet the tenets for affiliation as defined under the NLDC Affiliate Organization Policy.

The President shall have the primary responsibility for working with the NLDC Executive Director to identify and resolve any challenges that arise relating to the health of the ongoing relationship between the Club and NLDC.

### SECTION 2. SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors and Club, and see that all notices to members are given as needed. The Secretary shall manage the Club library and equipment, 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 ensure that the affairs of the Club are publicized as necessary and desirable from time to time, and in accordance with the NLDC Affiliate Organization Policy, Article III; Section 1j.

The Secretary 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.

The Secretary is encouraged to recruit Club members to assist with Club publicity and newsletter publication.

The Secretary shall ensure that Club mail be picked up at NLDC and processed on a regular basis.

### SECTION 3. TREASURER

The Treasurer shall be responsible for the finances of the organization; and shall supervise the financial records maintained by the Club. The Treasurer shall be responsible for accounting for all Club finances and attend to the regular renewal of approved Club association memberships and periodical subscriptions.

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 4. PROGRAM DIRECTOR

The Program Director shall provide leadership to ensure variety, frequency, and vitality of Club programs and field trips 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 recruits and assists Club members with fulfilling these functions.

#### SECTION 5. MEMBERSHIP DIRECTOR

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

The Membership Director shall organize a means to ensure that members renew each year and follow-up when members are in arrears with their dues. The Membership Director shall annually review the NLDC-generated Bird Club donation acknowledgement letter, and make recommendations to the Club if a more personalized acknowledgement or welcome letter/packet is to be developed and sent.

After due follow-up, the Membership Director is responsible for determining when a membership has lapsed and act to remove the lapsed member from the Club membership record.

### ARTICLE VII BOARD MEETINGS

#### SECTION 1. REGULAR MEETINGS

The Board of Directors shall establish a Board meeting cycle for each year that is sufficient to conduct Club business. The time and place for Board meetings will be determined by the Board.

#### SECTION 2. SPECIAL MEETINGS

Special Board 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 Regulations 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

The Club has no standing committees established for the purpose of carrying out the business of the Club.

The Board of Directors may establish regular or ad hoc committees as needs are recognized and establish the powers, duties, and duration of such committees.

### SECTION 2 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. All Club contracts are subject to approval by the NLDC Executive Director.

### 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 requests for the payment of money prepared in the name of the Club, shall be signed by the Treasurer or President 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. All checks require final signature by the NLDC Executive Director.

### SECTION 4. DEPOSITS

All Club income is turned over to the NLDC Executive Director's designee for processing in accordance with NLDC procedures.

## ARTICLE X FUND RAISING

The Club shall plan and execute fund raising projects in support of Club programs and activities upon the approval of the Board of Directors and the NLDC Executive Director. The Club also is eligible to receive contributions and donations, and is eligible to apply for grants after receiving the approval of the NLDC Executive Director in accordance with Article V of the NLDC Affiliate Organization Policy.

The Club may receive requests from NLDC for assistance with NLDC fund raising projects. In such instances the Club will be presented a written proposal by NLDC in accordance with the NLDC Affiliate Organization Policy.

## ARTICLE XI 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 and may do so in a paid or unpaid capacity as arranged. Paid arrangements require approval by the Bird Club Board or via budget approval.

## ARTICLE XII NLDC AFFILIATION

The Club recognizes that it is bound by and subject to the NLDC Affiliate Organization Policy. The Club Board of Directors is expected to remain informed about the requirements of the policy and to ensure that the Club remains in good standing as an affiliate of NLDC.

The Club expects that the Executive Director of NLDC will keep the Club Board of Directors informed of any changes to the Affiliate Organization Policy. The Club also expects that the Executive Director of NLDC will faithfully inform the Club Board of Directors regarding any NLDC policies that are applicable to Club operations.

The Board of Directors is responsible for working each year with the NLDC Executive Director or his/her designee to negotiate, review and/or approve a letter of understanding with NLDC as required in the NLDC Affiliate Organization Policy.

## ARTICLE III CLUB RECORDS

The Club shall keep complete financial records and agendas and minutes of the proceedings of its Board of Directors and Club meetings. 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.

The Club President is the custodian of Club records.

## ARTICLE XIV FISCAL YEAR

The fiscal year of this club shall be October 1 through September 30.

ARTICLE XV  
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 XVI  
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 XVII  
ADOPTION AND AMENDMENTS

These Regulations 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 Regulations.

The Executive Director of NLDC shall be presented with the opportunity to review these Regulations pertaining to compliance with the North Lakeland Discovery Center Affiliate Organization Policy. The Executive Director also shall be informed of all changes proposed to these Regulations, 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 XVIII  
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.