

# CAPE COD BIRD CLUB, INC.

## BY-LAWS

### ARTICLE I NAME

The name of the corporation shall be CAPE COD BIRD CLUB, INC.

### ARTICLE II PURPOSES

The objectives of the corporation are to:

1. Foster and promote the knowledge, development, protection and conservation of the bird life and natural resources of Cape Cod.
2. Encourage and sponsor scientific and educational projects related to (1) above.
3. Cooperate with national, state, and other ornithological organizations, conservation, and other environmental groups, and other private associations devoted to similar purposes.
4. Publish or encourage publication of materials related to its purposes.
5. Prepare and present pertinent programs of interest to the members and guests of the BIRD CLUB.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### ARTICLE III MEMBERSHIP AND DUES

**Section 1** All interested persons may become members and shall be considered members upon payment of dues.

**Section 2** Classes of membership, if any, shall be as determined from time to time by the Directors.

**Section 3** Annual dues, in a schedule corresponding to classes of membership, shall be as determined from time to time by the Directors.

**Section 4** Dues shall be payable on September 1<sup>st</sup> of each year. New members joining between January 1<sup>st</sup> and June 30<sup>th</sup> shall be liable for one-half the annual dues.

### ARTICLE IV OFFICERS AND DIRECTORS

**Section 1** The general management and control of the affairs, funds and property, whether owned, loaned or leased to or by the corporation, shall be vested in the Board of Directors, ten in member.

**Section 2** The Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer and six directors. The editor of the Club newsletter shall be, ex officio, a non-voting member of the Board of Directors. (*Added by amendment January 11, 2000*)

**Section 3** The Officers, that is, the President, Vice President, Secretary, and Treasurer shall be elected at the Annual Meeting to serve a one year term covering the next fiscal year or until their respective successors are elected.

**Section 4** The six Directors shall be elected, two each year, to serve for the next three fiscal years or until their respective successors are elected.

**Section 5** Other Officers, in addition to the above, may be elected by the Board of Directors to serve until the close of the next fiscal year.

**Section 6** Vacancies among Officers and Directors may be filled by the Board of Directors for the duration of the unexpired term of office.

**Section 7** No Director, having served one three year term, shall be eligible for reelection until one year has passed. No President or Vice President, having served three consecutive one year terms, may be eligible for reelection until one year has passed.

**Section 8** The term of office of Officers and Directors shall begin on July 1 and end on June 30 to correspond with the fiscal year of the corporation.

**Section 9** The duties and functions of the Board of Directors, in addition to those specified herein, shall include assistance to the President and other Officers in formulating policies and programs for the BIRD CLUB designed to carry out the purposes defined in Article II.

**Section 10** The duties and functions of the Officers shall be those usually pertaining to their respective offices including but not limited to the following:

**Para 1.** The President shall preside over all meetings of the membership and the Board of Directors.

**Para 2.** The Vice President shall act for the President in the absence of the latter.

**Para 3.** The Secretary shall issue a call to and keep minutes of all meetings of the membership and the Board of Directors.

**Para 4.** The Treasurer shall be responsible to the Board of Directors for the proper receipt and disbursement of all funds in accordance with the instruction of the Board. The Treasurer, or Board Designee, shall be responsible for the maintenance of up-to-date membership records.

## ARTICLE V COMMITTEES

**Section 1** There shall be a Nominating Committee of three members whose Chairman shall be elected at the Annual Meeting and the other two appointed by the Board of Directors.

**Section 2** It shall be the duty of the Nominating Committee to make nominations for all positions to be filled by election at the Annual Meeting and these nominations shall be circulated to the membership at least ten days in advance of the Annual Meeting.

**Section 3** Other committees may be appointed by the Board of Directors or by the President with the approval of the Board.

## ARTICLE VI MEETINGS

**Section 1** The Annual Meeting shall be held during the month of May at a time and place to be determined by the Board.

**Section 2** Other meetings may be called by the President or the Vice President or by a majority of the Board of Directors.

**Section 3** Written notice specifying the day, hour, place, and purpose of each meeting shall be mailed to the membership at least ten days before each meeting and posted to the Club's Website at [massbird.org/ccbc](http://massbird.org/ccbc).

**Section 4** The quorum for the transaction of business at any meeting of the BIRD CLUB shall consist of twenty-five members.

**Section 5** The Board of Directors shall meet on the call of the President or the Vice President or any two others of the Board.

**Section 6** The Quorum for the transaction of business at any Board meeting shall be six, one of whom shall be either the President or the Vice President.

## **ARTICLE VII FISCAL YEAR**

**Section 1** The fiscal year of the corporation shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup> of the following year.

**Section 2** The first fiscal year of the corporation shall begin on the date that the corporation's existence is approved by the Secretary of the Commonwealth of Massachusetts and shall close on June 30<sup>th</sup> next.

## **ARTICLE VIII AMENDMENTS**

**Section 1** The By-Laws of the BIRD CLUB may be amended by two-thirds vote at any business meeting at which a quorum is present, provided that the notice of such meeting has contained the text of any proposed amendments, provided further that no amendment shall authorize or permit the corporation to be operated otherwise than exclusively for such charitable purposes as qualify the corporation for exemption from taxation under Section 501(c) (3) of the Internal Revenue Code of 1954 and as qualify for gifts to the corporation deductible under Section 170(c) (2) of said Code, each as now in force or may hereafter be amended.

## **ARTICLE IX PROHIBITED ACTIVITIES**

**Section 1** The Corporation shall not engage in any activity which is prohibited by law or which would not meet the requirements of Section 501(c) (3) of the Internal Revenue Code of 1954 as the same is now or may hereafter be amended.

11/8/76

*\* Retyped on 9/7/07. Conforms to previous copy. Mary Keleher, President*

*\* Amended May 12, 2008*

*\* Reformatted on 10/30/2013. Conforms to previous copy. Peter Bono, President*

*\* Amended November 13, 2013*