

DELAWARE ORNITHOLOGICAL SOCIETY
Constitution and By-laws¹

ARTICLE I - NAME

Section 1. The name of this Society is the Delaware Ornithological Society (formerly the Delmarva Ornithological Society).

ARTICLE II - MISSION

Section 1. The mission of the Delaware Ornithological Society (hereafter ‘the Society’) is the promotion of bird watching and the study of birds, the advancement and dissemination of ornithological knowledge, and the conservation of birds and their environment.

ARTICLE III – FISCAL, MEMBERSHIP, AND PROGRAM YEAR

Section 1. The fiscal, membership, and program year of the Society is from July 1 to June 30.

ARTICLE IV - TERRITORY

Section 1. The territory within which the Society's most intensive work is performed is the State of Delaware.

ARTICLE V - MEMBERSHIP

Section 1. The Delaware Ornithological Society seeks to include all individuals regardless of their backgrounds, abilities, and knowledge. The Society is committed to creating an inclusive environment for all members and participants that fosters values of mutual respect. Members can be residents of any state or country.

Section 2. There are five classes of membership: Individual, Student, Household, Life, and Honorary. For voting purposes, these will all be referred to as members. Members are accepted into the Society upon submission of a completed application and payment of the required annual dues (or upon election in the case of Honorary Members) unless membership has been previously revoked pursuant to Article V Section 9. All classes of membership have the same privileges and responsibilities.

Section 3. Individual Members are persons of at least eighteen years of age.

Section 4. Student Members must be enrolled in grades K-12 or a post-secondary educational institution.

Section 5. A Household membership includes two or more individuals living at the same address who would typically be considered part of the same family.

Section 6. Any person may become a Life Member upon application to the Society and payment of the required dues. Life Members are not required pay annual dues even if the rate of these dues subsequently increases.

Section 7. Honorary Members shall be nominated and elected as follows:

- A. Nominees for Honorary Membership should be of national prominence in the field of ornithology or a closely related field and have been of service to the Society.
- B. Any member of the Society may nominate any person they feel is qualified for Honorary Membership to the Council or Membership Committee. Self-nomination or nomination by a family member is not permitted. Nominations for Honorary Membership must be approved by unanimous vote of Council. Nominees for Honorary Membership may not participate in the vote to approve their nomination.
- C. Nominees for Honorary Membership will be announced at the April regular monthly meeting and in the May *DOS Flyer*. Their election shall be by the affirmative vote of at least two-thirds of the members present at the May regular monthly meeting.
- D. The Society may award an Honorary Membership posthumously following the same procedures specified above.

Section 8. The Society may award the honors of Fellow and Lifetime Achievement Award under the following process:

- A. Nominees for Fellow must be active members of at least two years standing who have made a significant contribution to the affairs of the Society, preferably as a Committee or Council member, and/or to the ornithology of the greater Delaware area.
- B. Any member of the Society may nominate any person they feel is qualified to be a Fellow to the Council or Membership Committee. No member of Council may nominate another member of Council and self-nomination or nomination by a family member is not permitted. Nominations for Fellow must be approved by at least three-fourths of all Council members. Nominees for Fellow may not participate in the vote to approve their own nomination.
- C. Nominees for Fellow shall be announced at the April regular monthly meeting and in the May *DOS Flyer*. Their election requires the affirmative vote of at least two-thirds of the members present at the May regular monthly meeting.
- D. Nominees for the Lifetime Achievement Award must be a member who has made a prolonged and significant contribution to the affairs of the Society.
- E. Nominations for the Lifetime Achievement Award must be made to Council by a member of Council. Self-nomination or nomination by a family member is not permitted. Nominations for Lifetime Achievement Award must be approved by a vote of at least three-fourths of all Council members. Nominees for the Lifetime Achievement Awards may not participate in the vote to approve their nomination.
- F. The Council may award a Lifetime Achievement Award posthumously according to the procedures specified in this section.
- G. The Society may make other awards as approved by Council.

Section 9. Membership in the Society may be revoked *for cause* under the following process:

- A. Any member of the Society may recommend revocation of membership of an individual *for cause* to Council in writing. The individual under review for revocation of membership must be notified by the Secretary at least 30 days prior to the Council meeting when the action will be reviewed. This notification should be by certified mail. Advance notice must be provided to all Council members of any Council meeting where an individual will be reviewed for revocation of membership.
- B. The individual under review for revocation of membership may defend themselves against this action in person or in writing at the Council meeting. An action to revoke membership requires the approval of two-thirds of Council members present at the meeting where the review takes place. The Secretary should promptly notify the individual under review of the outcome of the vote. Following approval of a recommendation to revoke membership, the individual in question may not attend any Society events, meetings, or activities and is not entitled to a refund of any dues paid. They may not ever rejoin the Society. The decision of Council is final regardless of statements in Article V.
- C. *For Cause* is defined as a serious offense including, but not limited to, theft or mismanagement of Society funds, using Society membership in a fraudulent manner to promote personal/commercial gain, serious criminal conviction, or threatening or offensive behavior.

ARTICLE VI - DUES

Section 1. The membership year runs from July 1 to June 30 of the following year. Dues are expected to be paid at the start of the membership year. Honorary and Life Members are exempt from payment of annual dues.

Section 2. Changes in dues for the membership categories established in Article V are by recommendation of Council and approval by a majority vote of members present at a regular monthly meeting of the Society. Any approved changes will apply to the subsequent membership year.

Section 3. Council may establish additional higher-level membership categories, dues, and membership benefits as they consider appropriate for the well-being of the Society without approval from the membership provided the dues for such categories are greater than the rate for a household membership.

ARTICLE VII - MEETINGS OF THE SOCIETY AND VOTING

Section 1. Meetings of the Society (elsewhere ‘regular monthly meeting(s)’) will be held on the third Wednesday of each month from September through June, except as changed by action of the Council. Regular monthly meetings are free and open to all individuals irrespective of whether or not they are Society members. The Council may also call a special meeting with 2 weeks’ notice.

Section 2. All regular monthly meetings of the Society will be conducted in accordance with the rules contained in the current edition of Robert's Rules of Order, Newly Revised, except in cases where they are inconsistent with the By-laws.

Section 3. Any matter that must be approved by the membership must be presented to them at a regular monthly meeting. All members present at that regular monthly meeting are entitled to vote.

ARTICLE VIII – OFFICERS AND ELECTED COUNCILORS

Section 1. The officers of the Society will consist of a President, Vice President, Secretary, and Treasurer. All officers are volunteers and serve without compensation. Nothing in these By-Laws prohibits hiring paid staff.

Section 2. The President will preside at regular monthly meetings, lead the Council and Executive Committee, and in general be the chief executive of the Society.

Section 3. The Vice President will assume the duties of the President if the latter is temporarily absent or incapacitated or in the event of the vacancy of the office of the President. The Vice President will assist the President in the administration of the affairs of the Society and will also serve as chair of the Program Committee, where they are responsible for arranging the programs for the regular monthly meetings of the Society.

Section 4. The Secretary will keep the minutes of meetings of the Council and of regular monthly meetings and perform such other duties as may be assigned by the President or Council. The Secretary will have responsibility for the records and papers of the Society and ensure that these are added to the Society's archives promptly.

Section 5. The Treasurer will:

- A. Establish and manage the banking accounts of the Society, including generally acceptable methods for conducting banking by electronic means, and maintain the Society's mailbox;
- B. Receive and deposit all funds of the Society, such funds to be received by generally acceptable methods including electronic payment;
- C. Assist the chair of the Membership Committee in maintaining a current membership roster;
- D. Make payments on behalf of the Society as required to meet the Society's obligations. Checks, drafts or electronic payments of the Society will not be valid unless signed or issued by the Treasurer or President;
- E. Account for all receipts, disbursements, and balance on hand and reconcile accounts against monthly bank statements;
- F. Prepare invoices, file tax reports, and prepare and provide other financial documents as required;

- G. Submit a Treasurer's report at each bi-monthly Council Meeting showing the Society's year to date receipts and expenditures. Council will review and vote on the report's acceptance. If the report is not accepted a revised report must be submitted to the President and Council within 10 days.
- H. Prepare and present a proposed operational budget to Council at the May Council meeting. The budget will address whether the Society's dues rate is sufficient to meet anticipated expenditures. Council will finalize the budget and any dues changes for presentation to the membership for approval at the May regular monthly meeting as provided in Article VI;
- I. Prepare and present a yearly account of the Society's finances at the September regular monthly meeting;
- J. Perform other duties relevant to the office or as requested by the Council;

Section 6. Elected Councilors: There are three elected Councilors, each serving a three-year term. The terms are staggered so that one new Councilor is elected each year. The Elected Councilors will perform duties as requested or assigned by Council.

Section 7. One of the Elected Councilors will serve as the Assistant to the Treasurer for the duration of their three-year term. The Assistant to the Treasurer will become familiar with the financial operations of the Society, receive regular copies of the books of the Society and financial statements of the Society's accounts, and present reports when the Treasurer is unavailable. The Assistant to the Treasurer will arrange for an audit of the Society's finances at the direction of Council. The audit will be conducted by two members of the Society who are not currently serving as officers or voting members of Council. With Council approval, a third party can be hired to perform an audit.

Section 8. Elected officers may be removed from office for failure to carry out the duties of their office, conflict of interest, or actions that reflect badly on the Society. The President or Vice President (in the case of removal of the President) will make such a motion at a regularly scheduled or special Council meeting and it must be approved by a vote of two-thirds of council members present.

ARTICLE IX - COUNCIL

Section 1. There will be a Council which will consist of the elected officers, three Elected Councilors, the chairs of all standing committees, and a representative from the Delaware Bird Records Committee. All members of Council are voting members. The Council is responsible for carrying out all matters of business for the Society. It must bring recommendations for the budget, changes in dues, changes in By-laws, and nominations for election of Officers and Honorary Members and Fellows to the general membership for approval.

Section 2. The Council will meet as business matters of the Society dictate, but normally in alternate months throughout the year starting in July. Council meeting dates will be set by the President with at least two weeks' notice given to all Council members.

Section 3. A majority of the current elected Council members and standing committee chairs shall constitute a quorum for the transaction of business. A majority vote of those present shall be required to pass any proposal unless provided for otherwise in these By-laws.

Section 4. The President may conduct business between Council meetings through email by first initiating discussion of the topic under consideration. After at least 24 hours a motion must be made and seconded. Council members will then have 72 hours to submit their vote via shared email. When conducting business by email a quorum is considered to be 70% of all Council members (as measured by the number who submit votes).

Section 5. Proxy voting is permitted only at Council meetings and not at regular monthly meetings or special meetings. Proxy votes may not be used to meet the quorum and all proxy votes must be recorded in the minutes. A voting member of Council wishing to give a proxy to another individual must notify the President and Secretary of the proxy assignment in writing, indicating the person to be granted proxy and the specific, pre-advertised topic(s) they can vote on.

Section 6. Appointment of individuals to committees outside of the Society (e.g. advisory committees) must be by vote of Council when the appointment will last beyond the term of the current president.

ARTICLE X - COMMITTEES

Section 1. There will be an Executive Committee consisting of all elected officers and Councilors of the Society. The President will recommend a slate of standing committee chairs, a *DOS Flyer* Editor, and a Webmaster to the Executive Committee at the beginning of each program year, which will be accepted or rejected by majority vote. The remainder of the membership of each committee will be chosen by the committee chair except as otherwise provided for in these By-laws. Standing committee chairs have the right to vote on all Council matters. The Executive Committee will assist the President in setting priorities for the program year.

Section 2. Any committee chair may be removed from office by majority vote of Council at the request of the President.

Section 3. The following committees are defined as standing committees: Membership and Outreach, Field Trips, Conservation, Publications, Citizen Science, Youth Birding, and Development and Finance.

Section 4. The Membership and Outreach Committee is responsible for promoting the Society, managing the Society's social media activities, recruiting new members, and welcoming them into the Society. In March of each year, the committee is responsible for coordinating nominations for Honorary Members and Fellows. The chair of the committee is responsible for maintaining a current membership roster.

Section 5. The Field Trip Committee is responsible for organizing a comprehensive program of field trips and making the details of these trips available to members.

Section 6. The Conservation Committee is responsible for keeping the Society informed of conservation matters that pertain to birds and bird watching and to undertake other conservation-related projects. With the approval of Council, the committee may submit public comments on conservation matters.

Section 7. The Publication Committee is responsible for all print and electronic publications of the Society, including, but not limited to, the *DOS Flyer*, the *Delaware Ornithologist* (the Society's scientific journal), and the Society website. The editors of these two publications and the webmaster will serve as members of this committee. The *DOS Flyer* is the Society's monthly publication which provides information to the general membership about upcoming regular monthly meetings, field trips, and other important information. The editor of the *DOS Flyer* will prepare this publication for monthly distribution through print and/or electronic means as approved by Council.

Section 8. The Citizen Science Committee is responsible for overseeing the citizen science activities of the Society and initiating new activities as appropriate. It will serve as a resource for individuals or groups conducting ornithological research and will work to encourage the publication of results from citizen science activities.

Section 9. The Youth Birding Committee is responsible for promoting bird watching to local youth and families. The Society is committed to the protection of children participating in our programs. The Youth Birding Committee will maintain and regularly review a policy on child protection. Council will be responsible for the policy if this committee is inactive.

Section 10. The Development and Finance Committee is responsible for investing the Society's funds with the approval of Council, initiating and assisting with fundraising to pay for Society activities in collaboration with other committees and Council, and ensuring that all required reports are submitted to funders. The Treasurer and Assistant to the Treasurer must serve on this committee.

Section 11. There will be a Nominating Committee, which is understood not to be a standing committee. The chair will be appointed by vote of Council in January of each year. The Chairperson will appoint at least two additional Society members to the committee. At least one member of the committee must be an elected Councilor or committee chairperson. It is the duty of the Nominating Committee to select a slate of officers and Council members for the next Society year and verify that they are members of the Society and willing to serve. The slate must be presented to the general membership at the March and April regular monthly meetings.

Section 12. Council may establish ad hoc committees as needed. The chair of any ad-hoc committee is appointed by the President and is not a voting member of Council.

Section 13. No committee may expend or commit any of the funds of the Society without having first obtained the prior approval of the Council either through the budget process or by special presentation and Council vote.

Section 14. The Delaware Bird Records Committee is recognized as an independent entity with its own By-laws and officers. A representative from this committee will serve as a voting member of Council.

ARTICLE XI - ELECTIONS AND TERMS OF OFFICE

Section 1. After the Nominating Committee has presented its slate of candidates at the March and April regular monthly meetings, any member present may propose additional nominations for any office on the ballot. Any such proposal must be supported by at least five additional members. No nominations may be made after the April regular monthly meeting.

Section 2. Elections will be held at the May regular monthly meeting and, if there is more than one candidate for a particular office or Council seat, will be by paper ballot. The Nominating Committee is responsible for preparing paper ballots, tallying votes, and reporting the vote for any contested office.

Section 3. Election to any office or Council seat is by majority vote of members in good standing present at the May regular monthly meeting. If no candidate for a particular office or Council seat obtains a majority on the first round of voting, a run-off election between the two candidates receiving the highest number of votes will be held. Proxy or absentee voting is not allowed.

Section 4. The terms of the newly elected officers and Council members begin on the first day of July following their elections.

Section 5. The terms of President, Vice President, Secretary, and Treasurer are one year. Councilors will serve a three-year term. The President is eligible for two consecutive re-elections (not to exceed three continuous years in office). The Vice President is eligible for four consecutive re-elections (not to exceed five continuous years in office). The Secretary and Treasurer are eligible for consecutive re-election up to nine times (not to exceed 10 continuous years of service in any one position). Officers and Councilors are not eligible for re-election to the same office for a period of one year following the expiration of their final terms.

Section 6. In the event of a vacancy in any office or Council seat, the Council will by majority vote elect a member to fill the office or Council seat until the next annual election.

Section 7. If a person nominated for an office declines the nomination or is otherwise unable to serve after the April regular monthly meeting, nominations for that office or Council seat are permitted from the floor at the May regular monthly meeting, Section 1 notwithstanding. In this case, only one second is required.

AMENDMENTS

Any proposed amendments to these By-laws must be presented to members at a regular monthly meeting and voted on no sooner than the next regular monthly meeting. Any amendment requires approval by a majority vote of the members present at a regular monthly meeting.

DISSOLUTION

In the event of the dissolution of the Society, all of its assets, with the exception of restricted funds, become the property of the Delaware Nature Society (or its successor), a non-profit association similar in purpose to the Society, except for the Society Library, which becomes the property of the Delaware Museum of Natural History (or its successor), and the archives of the Society, which become the property of the Delaware Museum of Natural History and/or the Delaware Historical Society (or their successors). In the event that any beneficiary listed above is no longer in existence at the time of the dissolution of the Society, the assets of the Society shall become the property of one or more corporations, societies or associations located within the state of Delaware with a mission similar to the Society, provided any beneficiary is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any restricted funds held by the Society should be transferred to another not-for-profit society in Delaware with the same restrictions under which the funds were originally received by the Society. As part of the dissolution of the Society, the Council will appoint three executors, by majority vote, who will be responsible for distributing the assets of the Society as detailed above and taking any other actions necessary to legally dissolve the Society. Society funds can be used to provide reasonable compensation to the executors and to hire professional assistance if needed.

EARNINGS OF THE SOCIETY

No part of the earnings of the Society shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the Society 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 II. The Society shall not participate in, or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements). Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on (a) by a society exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a society, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

¹The Constitution and By-laws of the Delaware Ornithological Society (formerly the Delmarva Ornithological Society) were completely revised by the ad hoc By-laws committee. After a period of review they were approved by the membership on December 19, 2018.