

# **BYLAWS OF THE COLORADO FIELD ORNITHOLOGISTS**

Amended 8/10/13

## Article I. Name

The name of the organization shall be Colorado Field Ornithologists (hereinafter, "CFO" or the "Organization").

## Article II. Objectives

Colorado Field Ornithologists promotes the field study, conservation, and enjoyment of Colorado birds; reviews sightings of rare birds through the Colorado Bird Records Committee; maintains an authoritative list of Colorado birds; publishes the quarterly journal Colorado Birds; conducts field trips and workshops; and holds an annual convention.

## Article III. Members

1. Requirements: Any person or organization interested in the educational and scientific aspects of field ornithology may become a member of CFO upon payment of dues.
2. Rights: Each member shall receive a subscription to Colorado Birds, may attend field trips and meetings of the Organization, and shall be entitled to one vote at the annual meeting.
3. Classes and Dues: The classes of membership in CFO and annual dues required for each class shall be determined from time to time by the Board of Directors. All memberships begin upon receipt of dues and expire twelve months later. Dues may be paid for one, two or three years.
4. Life Memberships: The Board of Directors may confer Life Memberships as it deems appropriate. Life Members shall have all the privileges of regular members, without paying annual dues.

## Article IV. Board of Directors

1. Powers: The control of the property and the conduct of the business and administrative affairs of Colorado Field Ornithologists shall be vested in a Board of Directors\_(the "Board"). The Board may delegate appropriate responsibility and authority to individual Officers or Directors or to committees to carry out specific duties.
2. Number: The Board shall be composed of the President, the Vice-President, the Secretary and the Treasurer (hereinafter, the "Officers"), six Directors elected at

large, the Editor of Colorado Birds, the Chairman of the Colorado Bird Records Committee, and the Immediate Past President. Only members of CFO in good standing shall be members of the Board.

3. Meetings: The Board shall meet once each quarter of each year, and at such times as may seem appropriate or necessary, on the call of the President. Such meetings may be in person, by telephone, by correspondence, by email, or by whatever means of communication the President may find advisable, including combinations thereof. Business requiring immediate attention may be presented to, and voted upon by, the Board by email or telephone. Business approved by email or telephone will be presented to the board at the next formal meeting for inclusion in the minutes, thereby establishing a permanent record of the issues and associated decisions.
4. Quorum and Voting: At any meeting of the Board, a quorum shall consist of seven members of the Board. When a quorum is present at any meeting, the vote of the majority of the Board members present shall be sufficient to take any action on behalf of the Board, except to the extent that a larger number is required by law or by these Bylaws.
5. Special Meetings: Special Meetings of the Board may be called by the President or any four members of the Board in case of emergency. Notice of such meeting shall be given to each member of the Board by mail, telephone, or email, preferably at least 48 hours in advance.
6. Removal: The Board may remove, for cause, Officers, Directors, the Editor of Colorado Birds, or the Chairman of the Bird Records Committee if their performance or conduct is deemed unacceptable by a vote of a two-thirds majority of all other members of the Board.
7. Vacancies: Vacancies in Board positions, for whatever cause, shall be filled by a vote of a majority of the remaining members of the Board, even though less than a quorum. Any Officer or Director appointed to fill a vacancy shall serve for the unexpired term of the position being filled or until a successor is elected.
8. Compensation: No member of the Board shall receive compensation for their service to the Organization; except that the editor of Colorado Birds shall be compensated as determined by the Board; in addition, members of the Board may be reimbursed for expenses reasonably incurred by them in the performance of their duties for the Organization.

## **Article V. Officers**

1. Number: The officers of the Organization shall be a President, Vice President, Secretary, and Treasurer.

2. Qualifications: The President and Vice President shall have prior experience on the Board.
3. Election and Terms of Office: Officers shall be elected by the general membership at the Annual Meeting. They shall serve for periods of two years, and may be reelected in accordance with Term Limits (Article VII). Officers take office at the conclusion of the Annual Meeting at which they are elected.
4. President: The President shall be the chief executive of the Organization and the Chairperson of the Board, shall preside at all meetings of the Board and at all meetings of the Organization. The President directs and administers all affairs of the Organization and supervises all phases of its work subject to the direction of the Board. The President shall, with the approval of the Board, appoint chairpersons of all committees and oversee the activities of all committees. After completion of his or her term as President, the President shall serve as Immediate Past President and shall remain as a member of the Board for an additional term of one year.
5. Vice President: The Vice-President shall, at the President's request, assist in carrying out the duties of the President. In the event the President is temporarily unable to serve, the Vice President shall assume the duties of the President. The Vice President shall chair a committee.
6. Immediate Past President: The President, unless he or she was removed from office in accordance with the Removal section herein, shall serve as Immediate Past President, ex-officio, for a term of one year. In the event the President and the Vice-President are both temporarily unable to serve, the Immediate Past President shall assume the duties of the President
7. Secretary: The Secretary shall keep a record of the meetings of the Organization and of the Board and shall retain the minutes of these meetings as well as any reports submitted by Officers or committee chairpersons. At least seven days prior to each Board meeting, the Secretary shall provide each Board member with the Agenda for the upcoming meeting, and with a draft of the minutes of the previous meeting. The Secretary shall keep on file the articles of incorporation, the bylaws, any formal agreement entered into by the Organization, a record of the expiration dates of the terms of all Board members, duplicate financial records as required, and such other records as the society may have, and transmit them to the Secretary's successor.
8. Treasurer: The Treasurer shall receive and safely keep all Organization funds and securities and shall place custody of them in such bank or banks as are approved by the Board. The Treasurer shall disburse the Organization's funds as the Board may direct. The Treasurer may be bonded in an amount determined by the Board.

The Treasurer shall file and receive all legally required reports. At the request of the Board, the Treasurer shall prepare an Annual Budget, shall prepare periodic summaries of the financial condition of the Organization, present them at Board meetings, shall secure backup copies of critical records, and shall make all financial records available for audit.

If the Treasurer shall for any reason be unable to sign checks, the President or Secretary shall be empowered to do so. The signatures of these officers shall be registered, as may be required, to implement this provision.

### **Article VI. Directors**

Directors: There shall be six Directors elected for terms of three years each. Elections shall take place at Annual Meetings. Directors shall take office at the close of the meeting at which they are elected. Terms of two directors shall expire each year.

### **Article VII. Term Limits**

1. Intent: The intent of term limits is to promote turnover in Officers and Directors. Retiring Officers and Directors are encouraged to remain active in the Organization through participation in committees or other activities.
2. Limits: Officers and Directors shall be subject to Term Limits of a maximum of six years. For the purposes of calculating Term Limits, any time during which an Officer or Director is initially appointed to the Board to fill a vacancy shall not count towards a term. Any Board member who has served on the Board for six years (not counting any time served in order to fill a vacancy) shall not be eligible to succeed themselves or fill a vacancy on the Board until at least two years have passed since the completion of their last term.
3. Modifications: The Board may temporarily modify or suspend all or portions of these Term Limits. Such a change must be approved by a two-thirds vote of the current Board and such change shall be clearly recorded in the minutes, including a specific description of the change and the duration for which it applies.

### **Article VIII. Publications**

General: The official periodical of the Organization is Colorado Birds. Special publications may also be issued with the approval of the Board. Articles shall be encouraged that are both understandable and useful to the membership and make a contribution to scientific literature. Published studies should be accomplished in, or have a direct importance to Colorado or adjacent areas.

### **Article IX. Editor**

1. The President, with approval of the Board, shall appoint an Editor of Colorado Birds, who shall continue in office at the discretion of the Board. The Editor shall be a member of the Board.
2. The Editor shall be responsible for the preparation and publication of Colorado Birds, and shall establish the criteria for submission, acceptance, and publication of materials in Colorado Birds. With the approval of the Board, the Editor shall contract services and appoint and direct Assistant Editors.

### **Article X. Committees**

1. The President, with the approval of the Board, shall appoint committee chairs for the activities of the Organization. The terms of the committee chairs begin when appointed and continue as determined by the Board.
2. Standing committees shall consist of the following: Awards and Nominations, Colorado Bird Records, Communications, Convention, Field Trips, Membership, and Projects & Scholarships.
3. Ad hoc committees may be established as necessary to carry out the business of the Organization and their duties shall be outlined by the Board.
4. Committee chairpersons shall be members of the Board, as specified in Article IV 2. Committee chairpersons may appoint Organization members to committees. Any member of a committee may be removed by the Board if, in the judgment of the Board, the best interests of the Organization, would be served.
5. Each committee may adopt rules for its own procedures that are not inconsistent with these Bylaws. Due to the unique nature of the Colorado Bird Records Committee, it shall have bylaws that are approved by the Board.

### **Article XI. Society Meetings**

1. An Annual Meeting of the Organization membership shall be held at a time and place determined by the Board. The purposes of the Annual Meeting shall be the election of Officers and Directors and the transaction of other business as may be brought before the membership. Notice of Annual Meetings shall be given to members at least 30 days in advance.

2. In addition to Annual Meetings special meetings of the Organization may be called by the Board, or by fifty members in good standing, with notice given to all members at least fifteen days in advance.
3. Twenty percent of the membership, present in person or by written proxy, shall constitute a quorum for any meeting of Organization members.

### **Article XII. Bylaws**

1. The Bylaws shall be reviewed regularly by the Board of Directors.
2. The Bylaws may be amended by a two-thirds vote of the Board, or by a two-thirds vote of the members attending the Annual Meeting. New bylaws and amendments shall be published in Colorado Birds as soon as practicable.
3. The Secretary shall provide each new Board member with a copy of the Bylaws.

### **Article XIII. Parliamentary Procedure**

The rules contained in the current edition of Robert's Rules of Order shall govern the Organization in all cases in which they are applicable and in which they are not inconsistent with the bylaws of the Organization.