

# Bylaws of the Colorado Field Ornithologists

Last amended by the CFO Board on May 11, 2023

## 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 study, conservation, and enjoyment of Colorado birds; reviews sightings of rare birds and maintains the official list of birds observed in Colorado through the Colorado Bird Records Committee; publishes the quarterly journal *Colorado Birds*; and hosts events that engage CFO members and the Colorado birding community.

## 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 annual dues.
2. Rights: Members receive an annual subscription to *Colorado Birds*, may attend the annual convention, and participate in CFO field trips and other events. Each CFO member is entitled to one vote at the annual meeting.
3. Classes and Dues: The CFO Board of Directors periodically reviews the classes of membership and annual dues required for each class. All memberships begin upon receipt of dues.
4. Lifetime Memberships: The Board of Directors may confer Lifetime Memberships as it deems appropriate. Lifetime Members receive 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, Directors, committees, or contractors 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”), at least six Directors elected at large, the Editor of *Colorado Birds*, the Chairperson 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 will meet at least quarterly, and additional meetings may be scheduled as needed. Meetings may be conducted in person or remotely. Business requiring immediate attention may be presented to, and voted upon, by the Board via 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 a majority of the voting members of the Board. When a quorum is present at any meeting, the vote of the majority of the Board members present is sufficient to take any action on behalf of the Board, except to the extent that a larger number is required 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, preferably at least 48 hours in advance.
6. Removal: The Board may remove, for cause, Officers, Directors, the Editor of *Colorado Birds*, or the Chairperson of the Colorado 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.
8. Compensation: No member of the Board will receive compensation for their service to the Organization except for the *Colorado Birds* staff that receive compensation approved by the Board. Members of the Board may be reimbursed for expenses reasonably incurred by them in the performance of their duties for the Organization. When performing activities beyond their board roles, Board Members may receive discounts or incentives consistent with those of other individuals for similar services including leading field trips or other related activities.

## **Article V. Officers**

1. Number: The officers of the Organization shall be a President, Vice President, Secretary, and Treasurer.
2. Qualifications: The President is required to have prior experience on the Board.
3. Election and Terms of Office: Officers are elected to two-year terms by the general membership at the Annual Meeting, and may be reelected for a second two-year term. Officers take office at the conclusion of the Annual Meeting at which they are elected.
4. President: The President serves as the chief executive of the Organization and the Chairperson of the Board, presiding over 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 is intended to succeed the 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.

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 may assume the duties of the President.

7. Secretary: The Secretary is responsible for keeping a record of the meetings of the Organization and of the Board and taking 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 will provide each Board member with the Agenda for the upcoming meeting including a draft of the minutes of the previous meeting. The Secretary will maintain 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 Organization may have, and transmit them to the Secretary's successor.

8. Treasurer: The Treasurer will 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 will disburse the Organization's funds as the Board may direct and may be bonded in an amount determined by the Board. The Treasurer will file and receive all legally required reports. At the request of the Board, the Treasurer will prepare an Annual Budget, present periodic summaries of the financial condition of the Organization, and secure backup copies of critical records, making all financial records available for audit. If the Treasurer is unable to sign checks, the President or Secretary is empowered to do so. The signatures of these officers shall be registered, as may be required, to implement this provision.

## **Article VI. Directors**

Directors: A minimum of six Directors will be elected to three-year terms to serve on the Board. Terms begin and end at the conclusion of the Annual Meeting 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 will be limited to serving a maximum of two 2-year terms. Directors will be limited to serving a maximum of two 3-year terms, after which they remain eligible to continue service on the Board as Officers. Thus the maximum time any individual may serve consecutively on the Board is 10 years, after which a minimum of two years must pass before becoming eligible for additional time as an Officer or Director. The CBRC Chairperson and the Editor are exempt from term limits.

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 changes must 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*. Journal content should have a direct importance to Colorado or adjacent areas. Special publications may also be issued with the approval of the Board.

### **Article IX. *Colorado Birds* Editor**

1. The President, with approval of the Board, shall appoint an Editor of *Colorado Birds*, who serves at the discretion of the Board. The Editor shall be a Director of the Board.

2. The Editor is responsible for the preparation and publication of *Colorado Birds*, and will establish the criteria for submission, acceptance, and publication of materials in *Colorado Birds*. With the approval of the Board, the Editor will contract services and appoint and direct an editorial team.

### **Article X. Committees**

1. The President, with the approval of the Board, shall appoint committee chairpersons for the activities of the Organization. The terms of the committee chairpersons begin when appointed and continue as determined by the Board.

2. Standing committees include the following: Awards and Nominations, Colorado Bird Records, Communications, Conservation, Convention, Field Trips, Investments, Membership, and Grants & Scholarships.

3. Ad hoc committees may be established as necessary to carry out the business of the Organization, and their duties will be clearly outlined by the Board.

4. Committee chairpersons will be members of the Board, as specified in Article IV. 2. Committee chairpersons may recruit Organization members to join 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. Organization Meetings**

1. An Annual Meeting of the Organization membership will be held at a time and place determined by the Board. The purposes of the Annual Meeting are to elect Officers and Directors and to vote on the transaction of other business as may be brought before the membership. Notice of Annual Meetings will 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 50 members in good standing, with notice given to all members at least 15 days in advance.

3. Ten 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 will 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. Current bylaws shall be published on the CFO website as soon as practicable.

3. The Secretary will 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.