

Bylaws of Hawk Migration Association of North America

Article 1. Name.

- A. The name of the Corporation is “HAWK MIGRATION ASSOCIATION OF NORTH AMERICA, INC” (hereinafter referred to as the Association). The Association is a not-for-profit corporation incorporated under the laws of the State of New York.

Article 2. Purpose.

- A. It is the purpose of the association to preserve raptor populations and their environments across the hemisphere through programs of monitoring, recreation, education, science and conservation.

Article 3. Membership

Section 1. Classes of Membership.

- A. Membership classes, designations, characteristics, qualifications, rights and limitations thereof shall be determined from time to time by the Board of Directors.

Section 2. Dues.

- A. Annual dues shall be established and set for each class of membership by the Board of Directors. Dues shall be payable upon application of membership. Membership in good standing shall be automatically conferred upon receipt of dues to the Association.

Section 3. Voting.

- A. Any Member in good standing when a vote is scheduled shall be entitled to vote, once per Membership, in the election of Directors or other matters requiring action by the Members.

Section 4. Termination or Suspension of Membership.

- A. The membership of any Member may be terminated with forfeiture of dues by either the failure to pay the renewal dues on time or by sending a written notice of termination with the Membership Secretary, or by a two thirds majority vote of the Board of Directors.

Article 4. Meetings of the Membership.

Section 1. Regular Meeting.

- A. The Board of Directors shall call a meeting at least once every four years to enable the Membership to physically meet, within or without the State of New York.

Section 2. Special Meetings.

- A. Special meetings of the Members of the Association may be called by a majority of the Board of Directors or by a written petition signed by ten percent of the Members.

Section 3. Notice of Meetings.

- A. Notice of a special meeting shall state the purpose or purposes for which it is being called and shall indicate that it is being issued by or at the direction of a person or persons calling the meeting. The Board of Directors shall cause a form of proxy to be sent to each member entitled to vote at said meeting. A copy of the notice of any meeting shall be given to each Member not less than thirty days before the date of the meeting. Said notice shall be deemed given when deposited in the United States mail, addressed to the Members at the addresses as they appear on the records of the Association, with a first class postage thereon prepaid.

Section 4. Quorum for Membership Meetings.

- A. A quorum of the Members shall consist of ten percent of the members in good standing, present in person or by proxy. In the event that a membership quorum is not present at any meeting of the Members, the presiding officer may adjourn the meeting.

Article 5. Board of Directors.**Section 1. Power of Board of Directors.**

- A. The day-to-day affairs of the Association shall be managed by the Board of Directors. Each Director shall have one vote.

Section 2. Number, Types, and Terms of Office.

- A. The Board of Directors shall consist of nine Elected Directors and eight additional Directors serving as either an Appointed Director or an Appointed Officer, for a total of seventeen maximum. Each Director shall be a Member in good standing, and be at least nineteen years of age.
- B. Elected Directors shall be elected by the Members by a plurality of the votes cast by mail ballot by the Members. Terms of the Elected Directors shall be staggered

- wherein an election for three Elected Directors shall be held in the third quarter of every year. Each Elected Director shall be elected for a term of three (3) years. The Elected Director shall enter into their term of office in the fourth quarter of their election year and shall hold office until their successor has been elected and certified according to Article 8, Section 7, A., 4. For the purpose of calculating term limits, an Elected Director having completed this period of service shall be considered to have served for a Full Three-Year Term.
- C. Appointed Directors may be appointed, at the discretion of the Board of Directors, by a majority of the Directors in good standing at the time of the appointment. The term of the Appointed Directors shall be no longer than three (3) years and shall end in the fourth quarter of their term expiration year. For the purpose of calculating term limits, an Appointed Director having completed this period of service shall be considered to have served for a Full Three-Year Term.
- D. An Appointed Officer may be appointed by the Board of Directors from the pool of any available Member of the Association in good standing. Appointed Officers serve at the discretion of the Board of Directors and are therefore not subject to the term limit test as stated in Article 5, Section 2., C.
- E. A Director may serve for an unlimited number of terms, providing that a minimum absence of one year from the Board of Directors shall occur after any two consecutive Full Three-Year Terms, whether it be as Elected Director, Appointed Director, or in any combination, except as pursuant Article 5, Section 2 D. regarding Appointed Officers. Additionally, a Director shall be considered to have served two consecutive Full Three-Year Terms if said Director has served six consecutive years. The test for meeting the criteria of two consecutive Full Three-Year Terms is applied at the expiration of a Director's term, and having not exceeded this term limit test, the Director may then serve an additional Full Three-Year Term as either an Elected Director or an Appointed Director.

Section 3. Resignation and Removal of Directors.

- A. Any Director of the Association may resign at any time by giving written notice to the Chair and to the Secretary. Such resignation shall take effect at the time specified therein or if no time is specified upon delivery.
- B. Any Director may be removed by majority vote of the Members.
- C. Any Director may be removed by a two-thirds majority vote of the Board of Directors.

Section 4. Vacancies.

- A. Vacancies among Directors may be filled by vote of a majority of the Directors then in office, regardless of their number. Vacancies appointed to the position of

Elected Director shall hold office until the expiration of the term of the vacating Elected Director, and if said vacating Elected Director's remaining term was greater than two years, then the replacing Elected Director shall be considered as having served for a Full Three-Year Term at the normal expiration of the vacating Elected Director's term. Vacancies filled to the position of Appointed Director shall be term limited per Article 5, Section 2, C.

Section 5. Compensation.

- A. The Directors of the Association shall receive no compensation for their services as Directors, but may be reimbursed for reasonable expenses incurred by them in the performance of their duties. A Director may be compensated for service rendered to the Association in a capacity other than as Director.

Article 6. Officers of the Board of Directors.

Section 1. Classification and Duties.

- A. Officers shall be elected by the majority of the Board of Directors at a meeting in the fourth quarter of every year. The term of office of each Officer shall be one year and until a successor is elected or appointed.
- B. The Officers of the Association shall be Chair, Vice-Chair, Treasurer, Secretary, and Membership Secretary. No two of these offices may be held by the same person simultaneously.
- C. The office of Chair and Vice-Chair shall be elected from the pool of available Directors, either Elected or Appointed, but not elected as an Appointed Officer. The offices of Treasurer, Secretary, and Membership Secretary shall be elected from the pool of available Directors, either Elected or Appointed, or shall be elected as an Appointed Officer.
- D. The CHAIR shall preside at all meetings of the Members and the Board of Directors. The Chair shall act as the chief executive officer of the Association and shall supervise generally the management of the affairs of the Association subject only to the supervision of the Board of Directors. The Chair shall also perform such other duties as may be assigned to him/her by the Board of Directors.
- E. In the absence or disability of the Chair, or if the office of the Chair be vacant, the VICE CHAIR shall perform the duties and exercise the powers of the Chair, subject to the right of the Board of Directors to extend or confine such powers and duties or to assign them to others. The Vice Chair shall have such other powers and shall perform such other duties as may be assigned to him/her by the Board of Directors or the Chair. The Vice Chair will be the Chair of the Finance Committee.

- F. The TREASURER shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of and to the credit of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. He/she shall also perform all other duties customarily incident to the office of Treasurer and such other duties as may be assigned to him/her by the Board of Directors. The Treasurer shall, if required by the Board of Directors, give a surety bond for the faithful discharge of his/her duties, in such sum and with such securities as the Board of Directors shall require.
- G. The SECRETARY shall act as secretary of all meetings of the Board of Directors and all meetings of the Members. The Secretary shall maintain an up-to-date directory listing the past and present organizational structure of the Association. The directory will include directors, officers, editors, advisors, hawkwatch site coordinators, committee chairs, committee members, liaisons and may include advocates, benefactors, donors, employees, patrons, promoters, supporters, and friends. It shall be the duty of Secretary to keep the standing rules of the Association. The Secretary will be the Chair of the Nominating-Elections Committee. He/she shall also be custodian of the seal of the Association and shall affix the seal, or cause it to be affixed, to all agreements, documents, and other papers requiring the same.
- H. It shall be the duty of the MEMBERSHIP SECRETARY to keep a current directory listing the Association's Members and to administer all new and renewal memberships. He/she shall assist in providing current addresses for Association mailings.

Section 2. Term of Office and Qualifications.

- A. Officers shall be elected by the Board of Directors from the pool of available Directors, either Elected or Appointed, at a Regular Meeting or by mail ballot in the fourth quarter of every year. The term of office of each Officer shall be one year and until a successor is elected or appointed.

Section 3. Resignation.

- A. Any Officer may resign at any time by giving written notice to the Board of Directors, the Chair or the Secretary. Any such resignation shall take effect at the time specified therein, if no time is specified, upon delivery. If this Officer is an Elected or Appointed Director, then said resignation as an Officer does not affect status as Director in good standing unless otherwise specified in the resignation. If this Officer is an Appointed Officer, or if this Officer is serving beyond the six year Director term limit, then such resignation shall be a resignation from the Board of Directors.

Section 4. Vacancies.

A. A vacancy in any office shall be filled by the Board of Directors.

Article 7. Meetings of the Board.**Section 1. Regular Meetings.**

A. The Board of Directors shall meet face-to-face, upon call of the Chair or a majority of the Board of Directors at any time, but not less than once each calendar year.

Section 2. Special Meetings.

A. Special Meetings of the Board of Directors shall be held face-to-face whenever called by the Chair or a majority of the Directors.

Section 3. Meeting Notice.

A. Written notice shall be given of each regular or special meeting of the Board of Directors, and shall state the place, date and hour of the meeting. The notice shall also state the purposes for which the meeting is being called. A copy of the notice of any meeting shall be given personally, by mail, or electronically not less than fourteen days before the date of the meeting, to each Director.

Section 4. Other Meetings.

A. Any action required or permitted to be taken by the Board of Directors which does not require a face-to-face meeting, may be taken without calling a regular or special meeting if a majority of the Board of Directors shall consent in writing or by telephone, or by facsimile transmission, or by any other electronic communication to such action. Any business conducted by these means shall be considered official business of the Board of Directors.

Section 5. Quorum for Board Meetings.

A. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business. In the event that a Board of Directors quorum is not present at any meeting of the Board, a majority of the Directors present may adjourn to another time and place.

Article 8. Committees of the Association.**Section 1. Creation of Committees.**

- A. The committees of the Association prescribed in the following sections of this Article are hereby created. The Board of Directors may establish such other committees of the Association as are deemed appropriate. The Board of Directors may prescribe the powers, membership, and responsibilities for each committee of the Association.

Section 2. Limitations of Committees.

- A. No committee shall have authority as to the following matters:
1. the filling of vacancies in the Board of Directors or in any committee;
 2. the fixing of compensation of the Directors for serving on any committee;
 3. the amendment or repeal of the by-laws, or the adoption of new by-laws;
 4. the amendment or repeal of any resolution of the Board of Directors which, by its terms, shall not be so amenable or repealable.

Section 3. Meetings.

1. Meetings of any committee of the Association shall be held at such time as determined by a majority of its members.

Section 4. Quorum and Manner of Acting.

- A. Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business. The vote of all the members in attendance shall be the act of the committee.

Section 5. Tenure of Members of Committees.

- A. Each committee and every member thereof shall serve at the pleasure of the Board of Directors.

Section 6. Alternate Members.

- A. The Board of Directors may designate one or more persons as alternate members of any committee.

Section 7. Committees.

- A. Nominating-Elections Committee.

1. The Secretary will be the chair of the Committee. The Committee shall consist of at least two members in good standing determined by the Board of Directors during the second quarter of the year.
2. The Nominating-Elections Committee shall be responsible for conducting the election for all Elected Director positions that will become vacant each year. The Committee shall select nominees whose experience and qualities meet the needs of the Association.
3. The Committee will prepare a ballot to be mailed to the membership by August 31. Ballots must be returned by midnight September 30 to be counted.
4. The Committee will count all ballots and report a complete tally to the Board of Directors before October 7. The Board of Directors shall certify the election by October 14. The Secretary will then inform the candidates of the election results. The ballots will be destroyed following the installation of the newly Elected Directors.

B. Finance Committee.

1. The Vice Chair of the Board of Directors shall be the chair of the Finance Committee. The Committee shall include the Treasurer and consist of at least two other members in good standing determined by the Board of Directors.
2. The Committee shall oversee all investments, have drafted and supervise the annual operating budget, advise on and manage programs to procure funds, and supervise the other financial matters of the Association and the Treasurer's Office, all subject to approval by the Board of Directors.

Article 9. Editors.

Section 1. Editor-in-Chief.

- A. An Editor-in-Chief shall be appointed by the Board of Directors. The Editor-in-Chief shall be a Member in good standing and is expected to attend all Board meetings. He/she shall have responsibility for the Association's current and future publications.
- B. Twice each year or as often as the Board of Directors directs, the Editor-in-Chief is responsible for receiving, reviewing, editing, and preparing for publication various reports, articles, and essays which are then incorporated into a spring and fall publication of hawkwatch site migration data and analysis. The Editor-in-Chief is responsible for guiding the publications through formatting, printing, mailing, and shipping of overrun copies. The Publications Committee, other editors, coordinators, other committees, and the Board of Directors shall assist the Editor-in-Chief in these tasks.

Section 2. Editors and Coordinators.

- A. From time to time, the Board of Directors shall appoint a number of editors who will be responsible for various aspects of the publications of the Association. These editors will have duties defined by the Board of Directors and the Editor-in-Chief. The editors shall serve at the pleasure of the Board of Directors and for no fixed term of office. The editors will work with the Editor-in-Chief, Publications Committee, other editors, coordinators, other committees, and with the Board of Directors. An Editor shall be a Member in good standing.
- B. From time to time, the Board of Directors shall appoint a number of coordinators who will be responsible for unifying data management procedures for the Association's publications. These coordinators will have specific duties defined by the Board of Directors and the Editor-in-Chief. The coordinators shall serve at the pleasure of the Board of Directors and for no fixed term of office. The coordinators will work with the Editor-in-Chief, the Publications Committee, editors, other coordinators, committees, and with the Board of Directors. A Coordinator shall be a Member in good standing.

Section 3. Refusal to Publish.

- A. Either the Editor-in-Chief or the Board of Directors shall have the absolute right to refuse the inclusion, in any Association communication medium or publication, of any bird list, article, letter, still photograph, motion picture, advertising material, electronic material, or other form of communication submitted by any person or organization.

ARTICLE 10. Finances, Contracts, Checks, Drafts and Bank Accounts

Section 1. Annual Report.

- A. The Board of Directors shall direct the Vice Chair and Treasurer to present at any Regular Meeting of the Members, or to publish at least once a year in a publication of the Association, a financial report verified by the Vice Chair and the Treasurer or by a majority of the Directors. The report shall show in appropriate detail the following:
1. The assets and liabilities, including the trust funds, of the Association as of the end of a twelve-month fiscal period terminating not more than six months prior to said meeting;
 2. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report;
 3. The revenue or receipts of the Association both unrestricted and restricted to particular purposes, for the year preceding the date of the report; and

4. The expenses or disbursements of the Association, for both general and restricted purposes, during the year immediately preceding the date of the report.
- B. The Financial Report to Members shall be filed with the records of the Association and either a copy or an abstract of the Report shall be entered in the minutes of the Regular Meeting of Members.

Section 2 Bonding

- A. Board officers and employees shall, if required by the Board of Directors, give a surety bond for the faithful discharge of his/her duties, in such sum and with such securities as the Board of Directors shall require.

Section 3. Execution of Contracts.

- A. The Board of Directors, except as otherwise provided in these by-laws, may authorize any Officer or Officers, agent or agents, in the name of and on behalf of the Association to enter into any contract or execute and deliver any instrument. Such authority may be general or confined to specific instances but, unless so authorized by the Board of Directors or expressly authorized by these by-laws, no Director, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable pecuniary in any amount for any purpose.

Section 4. Loans.

- A. No loans shall be contracted on behalf of the Association unless specifically authorized by the Board of Directors.

Section 5. Checks, Drafts, and Comparable Documents.

- A. All checks, drafts and other orders for the payment of money out of the funds of the Association, and all notes or other evidences of indebtedness of the Association, shall be signed on behalf of the Association in such manner as shall be determined by resolution of the Board of Directors.

Section 6. Deposits.

- A. All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 7. Bequests and Trusts.

- A. Bequests and trusts having for their object the advancement of the purposes of the Association may be accepted and administered by the Association. Acceptance by the Association of such devises, bequests, donations, or gifts shall be by a majority vote of the Board of Directors present at a duly constituted meeting thereof. Before acceptance by any such trust, the Board of Directors shall consider the object of such trust and all conditions or specifications attached thereto. The Board shall make a report of its action in this regard to the Association.

Section 8. Endowment Fund.

- A. The Board of Directors may establish an endowment fund whose name, purposes and operating procedures shall be specified in a policy statement adopted (or amended) by a three-quarters majority vote of Directors present at a meeting of the Board called in accordance with Article 7, Section 1, 2, or 4, provided that written notice of the meeting has been sent to each Director in accordance with Article 7, Section 3, and that the number of affirmative votes is at least equal to the quorum specified in Article 7, Section 5.

ARTICLE 11. General.

Section 1. Seal.

- A. The corporate seal shall be in the form of a circle and shall bear the full name of the Association and the year of the incorporation.

Section 2. Indemnification of Directors and Officers.

- A. To the full extent authorized by law, the Association may indemnify any person, made or threatened to be made, a party in any civil or criminal action or proceeding by reason of the fact that he/she, his/her testator or intestate is or was a Director or Officer of the Association. The foregoing shall not obligate the Association to purchase Directors' and Officers' liability insurance, but to the extent applicable law permits, the Association may purchase such insurance if authorized and approved by the Board of Directors.

Section 3. Fiscal Year.

- A. The fiscal year of the Association shall commence on the first day of January of each calendar year and end on the thirty-first day of December of that year.

Section 4. Procedure at Meetings.

- A. Except where otherwise provided by these By-laws, *Robert's Rules of Order* latest edition shall be used to decide questions of procedure or order at any Meeting of Members, Directors, or other Committees.

Article 12. Transactions with Directors, Officers, and Employees.

- A. The Association may enter into contracts or transact business with one or more of its Directors, Officers, or employees or with any corporation, association, trust company, organization, or other entity in which one or more of the Association's Directors, Officers, or employees happen to be directors, officers, trustees, beneficiaries, or stockholders, or otherwise interested; or into other contracts or transactions in which any one or more of this Association's Directors, Officers, or employees may be in any way pecuniarily or otherwise interested, provided, however, that the Board of Directors of the Association, or committee thereof having authority in the premises to authorize or confirm such contract or transaction, receive full disclosure of the nature (including the extent and details) of the interest of such Director or Officer, and such contract or transaction be authorized, ratified, by a majority of the Directors present at any duly constituted Meeting, except that the interested Director or Officer shall abstain from voting on said issue.

Article 13. Employees.**Section 1. Employees of the Association.**

- A. The Board, at its discretion, may hire one or more individuals to conduct the business of the Association. These individuals are at will employees serving at the pleasure and discretion of the Board. Their duties will be determined by the Board. All employees will be issued a written contract. The Chair of the Board of Directors is the immediate supervisor of all employees unless noted by the Board in the Standing Rules.

Article 14. Amendments to By-laws.**Section 1. Amendments.**

- A. These by-laws may be amended by a majority vote of the Members present in person (or proxy) at a regular or special meeting of Members.

Section 2. Notice.

- A. The notice of any meeting of Members at which an amendment to these by-laws is to be considered shall state that an amendment to the by-laws will be considered and indicate the nature of the amendment or amendments to be considered.

Article 15. Dissolution.**Section 1. Dissolution.**

- A. In the event of liquidation or dissolution of the Association, whether voluntary, involuntary, or by operation of the law, the Directors of the Corporation shall have the power, pursuant to Article 10 of the Not-for-Profit Corporation Law (State of New York) to dispose of all the assets of the Association to any non-profit organization whose purpose is consistent with the Association purpose per Article 2, Section A.

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