

By-laws of the  
NORTH CAROLINA BLUEBIRD SOCIETY

ARTICLE I

Name and Address of the Corporation

1. Name. The name of the Corporation is:

NORTH CAROLINA BLUEBIRD SOCIETY, INC.

2. Address. *The official address of the corporation shall be the address of the organization's Registered Agent.*

ARTICLE II

Purpose

The purposes of the corporation shall be those set forth in the Articles of Incorporation.

ARTICLE III

Membership

1. Eligibility. Public and private organizations and individuals interested in the objectives and purposes of the corporation and willing to uphold its policies and subscribe to its By-laws shall be the eligible for membership upon payment of the annual dues *as established by the Board of Directors.*
2. Classes. There shall be one class of membership. Any public and private organizations and individuals desiring to become a member of the corporation may do so by application for such membership and the payment of dues specified.
3. Duration. Memberships shall run for one to three years.
4. Termination. Membership shall be terminated by written resignation or by non-payment of dues.

ARTICLE IV

Officers

1. Officers. The Officers of the corporation shall be a President, Vice-President, Treasurer, Recording Secretary, Corresponding Secretary and *Immediate Past President*, each of whom shall be a member in good standing and shall be elected at an annual meeting of the membership for the term of two years *and may be re-elected to a subsequent term* or until a successor is duly qualified and elected. Each Officer shall have voting authority on any issue that comes before the Board. The officers shall serve no more than two consecutive terms in the same office. Officers can be re-elected after a two year absence from the *office.*
2. Indemnification. *The Officers and members of the Board of Directors shall be indemnified to the fullest extent allowed by North Carolina State statutes.*

3. Absences. Except as otherwise provided herein, in case of the absence of an Officer or, for any reason, the inability of an Officer to act, the Board of Directors may appoint an Officer to act, the Board of Directors may appoint a member to perform the duties of such Officer during the period of his absence or inability to act.
4. Vacancy. In the case of a vacancy in an office, the Board of Directors may appoint a member by an affirmative vote of a **majority** of the Board to fill such vacancy until the next annual meeting.
5. Removal. Any Officer may be removed upon recommendation of the Board of Directors, by a **majority** vote of the members present at **a quarterly scheduled meeting or a special called meeting** of the corporation.
6. President. The President shall be the chief executive officer of the corporation. The President shall preside at all meetings of the members and of the Board of Directors at which he/*she* is present. The President shall have a prepared statement of the affairs of the corporation to be submitted at the annual meeting. The President shall have the general power and duties usually vested in the office of President of a corporation including the appointment of committees as may be deemed appropriate or as the Board of Directors may authorize or as may be otherwise required. **The President shall designate the agenda for each meeting of the Board of Directors and for the Annual Meeting.** The President is an ex-officio member of all committees, with voting power. **The exception to this policy is applicable only to the Nomination Committee.**
7. Vice-President. The Vice-President shall work and cooperate with the President in the exercise of the powers and duties of the President, as the President may request from time to time, and shall act in the place of the President in the event of the latter's absence.
8. Recording Secretary. The Recording Secretary shall maintain records of all proceedings and all official papers of the **corporation.**
9. Corresponding Secretary. The Corresponding Secretary shall conduct the correspondence of the **corporation.**
10. Treasurer. The Treasurer shall have the custody of all funds of the corporation and shall deposit the same in the name of the corporation in such bank or financial institutions as the Board of Directors may choose. The Treasurer shall collect all dues and other income; shall sign all checks, drafts, notes and orders for the repayment of money; and shall maintain membership records. The Treasurer shall at all reasonable times keep books and accounts open to any Director or member of the corporation and shall be prepared to give financial reports as the Board of Directors may require. In the absence of the Treasurer, the President shall have the authority to sign all checks.
11. Limitation of Authority.
  - A. President. The President will not act in any manner relating to the execution of deeds, mortgages, leases, transfers, contracts, bonds and power of authority or other obligations without approval of the majority of the Board.
  - B. Treasurer. The Treasurer will not execute checks except as required in the conduct of the routine (or "Normal") business and approved projects of the corporation, or as specifically approved by the Board of Directors or membership. The Treasurer will not execute drafts, notes,

and other orders of the payment of money transactions without approval of the majority of the Board of Directors.

## ARTICLE V

### Board of Directors

- Election. The Board of Directors shall consist of the President, the Vice-President, Treasurer, Recording Secretary, Corresponding Secretary, Immediate Past President and no more than eight and no less than three other members (maximum of 14 Directors). The President shall be the Chair of the Board of Directors.  
Each member of the Board *of Directors shall serve two-year terms, be subject to re-election to a second term* or until a successor is qualified.
- Honorary Board Members. The Board of Directors may elect, by *majority vote* of the members present, Honorary Board Members. They may perform such duties as may be prescribed in these By-laws or assigned by the Board of Directors. Honorary Board Members shall be non-voting.
- Meetings. The Board of Directors shall meet as often as is considered necessary to transact the business of the corporation. The President *and/or Recording Secretary* shall notify each Board member at least seventy-two (72) hours before the meeting, at *their* usual place of business or abode. The 72 hours notice may be waived at the discretion of the President in the event of an emergency. Unless otherwise specified in the notice, any and all business may be transacted at any meeting of the Board of Directors. In the absence of the President, the Vice-President shall preside at all meetings of the Board of Directors. In the absence of both, any other *Officer or* Director designated by the President may preside at said meetings.
- Powers. The Board of Directors shall have control and management of the affairs, business and property of the corporation; shall exercise all the power conferred as set forth in these By-laws and the Articles of Incorporation; and to do all such lawful acts and things as are not by statute or these By-laws divested.
- Vacancies. In the case of any vacancy on the Board of Directors, another member may be appointed by the Board to serve for the remainder of the vacated seat.

## ARTICLE VI

### Meeting of the Corporation

- Annual Meeting. The Annual Meeting of the members of the corporation shall be scheduled between January 1 and October 31 of each year at such place as the Board of Directors may fix; and among other items of business, shall elect Officers or Directors, hear reports of Officers and committees and transact other business.

An annual meeting of the Board of Directors shall be held, *in conjunction with the Annual Meeting* and at the same location as the annual meeting, if needed.

2. Special Meetings. Special meetings of the members of the corporation may be *scheduled* by a majority of Board of Directors or upon the written application of ten or more members in good standing, stating the time, place and purpose of the special meeting and directed to the Corresponding Secretary *for transmittal to the members*. Special meetings of the Board of Directors may be called by or at the request of the President or any four Directors by stating the time, place and purpose of the special meeting at least two days in advance of such meeting.
3. Quorum. At any meeting of the members of the corporation a quorum for the transaction of business shall consist of no fewer than ten members.
4. Notice. Notice of all meetings of members of the corporation shall be given in the following manner; A written notice stating the place, *date* and time of the meeting shall be given by the Corresponding Secretary, by *US* mail, the Editor of the newsletter *or the Internet* to each member at least ten days before the date fixed for such meeting. For special *meetings* the notice shall also contain a brief statement of the purpose of such meeting.

## ARTICLE VII

### Elections and Voting

1. Ballots. *A member of the corporation may request voting by paper ballot only upon the request of said member, by motion and majority approval of all members present.*
2. Majority. Except as herein provided, all votes shall be determined by a *majority of those members present and voting.*
3. One Vote Per Membership. Each member in good standing shall be entitled to one vote on all matters submitted to a vote of the membership. *There shall be no proxy voting allowed.*

## ARTICLE VIII

### Committees

1. Nominating Committee.
  - A. There shall be a nominating committee composed of three or more members selected by the Board of Directors from the membership. The Chair shall be selected by the members of the nominating committee.
  - B. The nominating committee shall nominate one eligible person for each office and directorship to be filled and report its nominees at the annual meeting at which time additional nominations may be made from the floor by members in good standing.
  - C. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such offices or directorship.
  - D. *The President shall not have an ex-officio status to the nominating committee nor play any role in the selection of nominees.*

2. Standing Committees. The President shall have the authority to appoint, with the approval of the Board of Directors, standing committees.

The President shall appoint the Chair of all standing committees

The President shall be an ex-officio member of all standing committees with voting power, *except as previously noted on the nominating committee.*

## ARTICLE IX

### Publications

Discretion shall be exercised in public statements bearing the corporation's name while assuring conformance with policies promulgated by the Board of Directors. Newsletters shall be reviewed at the quarterly Board of Director Meeting prior to publication.

## ARTICLE X

### Execution of Papers

All deeds, mortgages, leases, transfers, contracts, bonds, notes, power of attorney and other obligations made, executed or endorsed by the corporation, except checks, notes, drafts and other instruments for the payment of money, shall be signed by the President. Checks, notes, drafts, and other instruments for the payment of money drawn or endorsed in the name of the corporation may be signed by the President or Treasurer. The Board of Directors may authorize and empower one of said officers or other agent of the corporation to execute and deliver any and all paper or documents or to do any other acts or things on behalf of the corporation, that is required in dealing with government authority.

## ARTICLE XI

### Fiscal Year

The fiscal year of the corporation *shall be the calendar year.*

## ARTICLE XII

### Prohibition Against Sharing in Corporate Earnings

No member, Officer, Director or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment of any person of reasonable compensation for services rendered to or for the corporation in carrying out any of its tax exempt purposes; no such persons shall be entitled to share in the distribution of any of the corporation assets upon dissolution of the corporation.

ARTICLE XIII

Prohibited Activities

Notwithstanding any other provisions of these By-laws, no member, Officer, employee, director or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations, as they now exist or hereafter are amended, or by an organization, contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations, as they now exist or as they may hereafter be amended.

ARTICLE XIV

Amendments

These By-laws may be amended at a meeting of the members by a majority of the members present provided that notice of the proposed amendment shall have been given to each member at least ten days prior to said meeting.

ARTICLE XV

Rules of Order

Robert's Rules of Order Revised shall govern the corporation in all cases in which they are applicable and in which they are not in conflict with the By-laws or the Articles of Incorporation.

ARTICLE XVI

Disbanding

*In the event of the dissolution of the Society, and after all obligations have been met, any remaining funds or assets shall be turned over to a 501(c)(3) organization of like or similar purpose as directed by the Board of Directors.*

AUTHENTICATION

Amendments/revisions to the corporation By-laws dated May 14, 1988 were approved by the membership at the North Carolina Bluebird Society Annual Meeting on May 31, 1997. The corporation By-laws have been rewritten to include all amendments/revisions.

Changes to the Corporation By-laws were approved by the NCBS Board on April 4, 2008 and the membership on April 5, 2008 and the revisions have been rewritten to include all amendments/revisions.

