

**BIRD CONSERVATION NETWORK
BYLAWS**

**As Amended April 20, 2002, As Amended November 12, 2005
As Amended July 18, 2009, As Amended November 12, 2011
As Amended January 19, 2013, As Amended October 19, 2013
As Amended April 16, 2016
As Amended January 20, 2018**

ARTICLE I -- NAME, PURPOSE, OBJECTIVES

Section 1. The name of this organization shall be the Bird Conservation Network, hereinafter referred to as BCN.

Section 2. BCN is organized as an independent, state-wide, educational and scientific organization incorporated the second day of February, 1999, under the General Not For Profit Corporation Act of 1986 of the State of Illinois. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. The objectives of BCN are:

A. To promote public awareness, knowledge, appreciation and enjoyment of birds, and other wildlife and wildlife habitat.

B. To be a strong and influential voice in environmental affairs primarily in the Chicago metropolitan region and elsewhere in Illinois.

C. To propose and support public and private programs which seek to protect, restore, and enhance the natural environment, and the conservation of native bird populations.

D. To inform the membership and the general public of specific threats to birds, and other wildlife and wildlife habitat, and to recommend appropriate action.

E. To support the accumulation and maintenance of long-term records and other information on Illinois birds and their habitats, to be used as an aid to their perpetuation and as an indicator of environmental quality.

F. To provide quality outdoor field experiences for members and the public.

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ARTICLE II -- BCN MEMBERSHIP

Section 1. Composition

The membership of BCN shall consist of Organizational Affiliates and Individual Members.

A. Organizational Affiliates are those organizations in the Chicago region or elsewhere in Illinois that support the goals of BCN and pay at least \$75.00 annually in dues or such other amount as BCN may from time to time establish.

1) BCN may reduce the organizational dues upon hardship or other extenuating circumstances.

2) Organizations seeking to affiliate for the first time shall submit an application to the BCN Executive Committee who will determine if the applying organization qualifies under the bylaws. Those qualified may then be accepted by a simple majority vote of BCN at its next regular meeting. Organizations seeking to affiliate for the first time may neither make nor vote upon such a motion.

3) Organizational Affiliates, upon the acceptance of their membership, shall appoint or elect 3 representatives to BCN.

B. Individual Members are those persons who support the goals of BCN and are willing to donate their time and effort to realizing the goals of BCN. Individual Members shall be nominated by existing members, and shall be accepted by a consensus of the current members attending the next regular meeting. Individual Member dues are \$25.00 per year, or such other amount as BCN may from time to time establish.

Section 2. Term

The term of Organizational Affiliate membership and Individual membership shall run for a calendar year.

ARTICLE III -- MEETINGS

Section 1. Regular meetings of BCN shall be held every third month at a date, time and place to be designated by the President, with a goal of rotating meeting places to various points within the greater metropolitan area. All meetings of BCN and its committees shall be open to interested parties.

Section 2. Special meetings may be called by the President or upon the request of any five members.

Section 3. Notice of meetings shall be given in writing, or by e-mail or telephone message, at least two weeks prior to the meeting.

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Section 4. Individual Members and representatives of Organizational Affiliates have the right to cast one vote upon any motion relating to the annual budget, election of officers, policy platform, or amendment of these bylaws or any other matter of interest to BCN. Cumulatively, therefore, each Organizational Affiliate shall have up to three votes. Proxy voting is not permitted. However, organizations may send substitutes to replace regular representatives at meetings upon notice to the President.

Section 5. At all meetings of BCN (excluding committee meetings), a minimum of at least one representative from at least half minus one of the Organizational Affiliates shall constitute a quorum for conducting BCN business.

ARTICLE III.a.– VOTING

Section 1. Voting shall be carried out during the regularly scheduled meetings of the BCN, unless a special vote is required.

Section 2. All issues to be voted on shall be decided by a simple majority of the quorum of those present during the regularly scheduled meetings. In the event that any general meeting of BCN fails to achieve a quorum, the Executive Committee may call for a paper and/or electronic ballot to be distributed on any issue requiring a vote. The Secretary will then distribute the ballots, with any necessary explanation, to all the active BCN members and set a deadline for return of the ballots two weeks after the date of distribution. On such a ballot, the quorum requirements described in Article III, Section 5, shall apply.

Section 3. Special voting may be conducted by electronic ballot in the event that waiting until the next regularly scheduled meeting would result in a delay of the function, objectives, and/or the purpose of the BCN. If a special vote is required, issues shall be decided by a simple majority of those responding to the electronic ballot notice within a reasonably defined time period.

ARTICLE IV -- OFFICERS AND THEIR DUTIES

Section 1. At the first meeting of each calendar year BCN shall elect officers. BCN, by a simple majority vote of the members present, shall elect from its members a President, a Vice-President, a Secretary and a Treasurer. The term of each office shall be for one year. The newly elected officers shall take office immediately after their election. No officer except the Treasurer shall serve more than three consecutive terms in any one office.

Section 2. The President may sign all written contracts and obligations of BCN that have been approved by BCN. The President shall preside at all regular BCN meetings and Executive Committee meetings. In case of the President's absence or inability to act at a meeting, the Vice-President shall preside in his/her place. Should the Vice-President not be able to serve nor be present, BCN may select any other officer or member of BCN to preside at the meeting. The President shall be an ex-officio member of all committees except the Nominating Committee.

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Section 3. The Vice-President shall coordinate the work of the committees, serve in the President's absence or inability to act, and perform other duties assigned by the President.

Section 4. The Secretary shall record the minutes of all meetings of BCN and the Executive Committee, shall arrange to have the minutes mailed or e-mailed to all BCN members within six weeks after a meeting, and shall arrange to notify all members of forthcoming meetings of BCN. The Secretary shall maintain the books and records of BCN. The Secretary or a duly designated representative shall keep a permanent record of the proceedings of BCN, the Executive Committee, and any other duly constituted committees.

Section 5. The Treasurer shall receive, deposit, and disburse, as directed by BCN, the funds of BCN, and shall submit a financial report at each meeting of BCN. The Treasurer shall be an ex-officio member of the Finance Committee.

Section 6. BCN, by a two-thirds vote of its members, may remove any officer, organization representative, or individual member whenever, in BCN's judgment, the best interests of BCN would be served thereby. The following procedure shall be followed for removal:

A. A motion for notification of proposed removal, which states the cause for the proposed removal, must be passed at a regular BCN meeting.

B. Said officer shall be notified 30 days in advance of a hearing, which will occur at the next regular meeting, concerning the proposed removal. The Secretary, or someone appointed by BCN to act for the Secretary, shall keep a transcript of the hearing.

C. Within two weeks after the hearing a roll-call ballot and a transcript of the hearing shall be sent to all BCN members. The ballot should be returned to the Secretary within another two weeks. If a BCN member fails to return a ballot, his/her vote shall be counted as being against removal. The Secretary shall inform BCN of the results of the vote for removal within an additional two weeks. After removal, at which time a vacancy shall exist, the President shall have the power to appoint a new officer, subject to the approval of BCN, at its next meeting. If the President has been removed, the Vice President shall act in his/her stead.

Section 7. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of BCN for the unexpired portion of the term.

Section 8. Organizational Affiliate status may be terminated by BCN if a member organization becomes non-compliant with the purpose or bylaws of BCN, submits a written request that its Organizational Affiliate status be terminated, or ceases to exist as a viable entity.

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ARTICLE V -- COMMITTEES

Section 1. The Executive Committee shall consist of the President, the immediate Past-President, the Vice-President, the Secretary, the Treasurer, and any other BCN members so designated by BCN. A quorum of the Executive Committee shall consist of at least one-half of its members, and must include either the President or Vice-President, and a second elected BCN officer. In case of emergency, the Executive Committee shall have the authority to act for BCN within the limits of these bylaws. An Executive Committee meeting may be called at the request of any member of the Executive Committee. Conference telephone calls may be used to hold meetings. Any action taken by the Executive Committee shall be reviewed by BCN at its first regular meeting subsequent to such action, and may be overturned by a two-thirds vote of members present. The Executive Committee shall be responsible for administration, fund-raising, development, and planning.

Section 2. The President shall appoint, with the approval of the Executive Committee, the chairpersons of all committees, except for the Nominating Committee. He/she shall appoint, with the advice of the committee chairperson, all BCN members of all committees. If committee members have not been appointed within 30 days of the Executive Committee approval of the chairperson, he/she shall have the power to appoint such members to his/her committee. Any chairperson may add any non-BCN member that he/she desires to his/her committee, although such appointment can be overturned by a two-thirds vote of BCN at the next regular meeting.

Section 3. A Nominating Committee and its chairperson shall be appointed by the President, with the approval of BCN, at least 90 days in advance of the first meeting of the calendar year. The Nominating Committee shall prepare a slate of candidates for officers to be nominated at the first meeting of the calendar year.

ARTICLE VI -- TECHNICAL CONSULTANTS

BCN shall have the authority to appoint special educational or technical consultants. The number of such consultants, the individuals appointed, and the assignment of duties or projects and compensation, if any, shall be determined by BCN. The appointments shall be for such periods as BCN determines, or for an indefinite period. Consultants shall be listed on BCN Roster, and may attend BCN meetings, but not have voting privileges.

ARTICLE VII -- FISCAL POLICIES

Section 1. No officer, agent, or individual or organizational member of BCN shall have any power or authority to bind BCN by any contract or engagement, or to pledge its credit or render it financially liable for any purpose or in any amount, unless authorized by the Executive Committee.

Section 2. The fiscal year shall begin on the first day of January and end on the thirty-first day of December.

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Section 3. The calendar year dues of all Organization Affiliates and Individual Members shall be payable annually on or before March 31 of said calendar year, in an amount as set by BCN. Dues notices are to be mailed or e-mailed to each Organizational Affiliate or Individual Member by January 31st.

Section 4. In the event the calendar year dues of any Organizational Affiliate or Individual Member shall be unpaid for a period of sixty (60) days after March 31, the Treasurer shall mail a notice of delinquency. If these dues are not paid within thirty days after the mailing of such notices of delinquency, the voting privileges of said Organizational Affiliate or Individual Member shall be suspended and that organization/individual will be removed from the rolls until such time as the dues shall be paid.

Section 5. BCN may postpone, waive, or provide for payment in installments, the dues of any organization eligible for membership in BCN, if after investigation, it is found that organization is financially unable to meet the requirements of Section 3 of this Article. Such postponement, waiver, or provision for installments must be reviewed annually.

Section 6. The funds of BCN shall be deposited in such bank or trust company, as BCN shall designate.

Section 7. Disbursements of funds of the Council shall be by check issued by the Treasurer in the manner determined by BCN. Vouchers, receipts, statements or other evidence of purchase or obligation shall be a necessary condition of the issuing and signing of any check. Any expense over \$100 must be approved by the Executive Committee, and reported at the next regular meeting of BCN.

Section 8. The books and records of the Finance Committee of BCN shall be audited by an auditing committee or competent accounting firm, if deemed necessary by BCN.

Section 9. An annual budget shall be prepared by the Treasurer and submitted to the Executive Committee for review. Upon approval, the Executive Committee will present the budget to BCN for approval at the first meeting of the calendar year.

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ARTICLE VIII -- AMENDMENTS TO THE BYLAWS

Section 1. These bylaws may be amended by BCN by the following procedure:

- A. A proposed amendment to the bylaws may be introduced at any regularly scheduled meeting of BCN. After discussion, the proposed amendment must receive an initial approval of a majority of BCN members present voting.**
- B. At least 10 days prior to the next regularly scheduled meeting of BCN, a copy of the text of the proposed amendment(s) must be provided to each BCN member.**
- C. At the next regularly scheduled BCN meeting the proposed amendment will be discussed, amended if necessary, and voted on.**
- D. The amendment shall become effective upon a two-thirds vote of approval by BCN members present.**
- E. Any appendices are hereby declared to be an integral part of these bylaws.**

ARTICLE IX -- RULES OF ORDER

The rules of parliamentary procedure as presented in "Roberts' Rules of Order, Newly Revised" shall govern meetings of BCN in all cases in which they are applicable and not inconsistent with these bylaws.

ARTICLE X -- DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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**Appendix A
Conflict of Interest Policy
Adopted January 19, 2013**

**Officers, Executive Committee members, Representatives from Organizational Affiliates,
BCN committee members, individual members, contractors, employees**

Preamble

As a not-for-profit charitable corporation, the Bird Conservation Network (hereinafter known as “BCN”) is expected to act in the public good. Decisions of BCN are to be made solely on the basis of a desire to promote the best interests of the organization and its mission. The Conflict of Interest Policy described below is intended to ensure that the personal interest of anyone associated with BCN does not inappropriately affect the decisions and actions of BCN concerning transactions, investments or other matters involving BCN.

Scope

The following statement of policy applies to Officers, Executive Committee members, Representatives from Organizational Affiliates, BCN committee members, individual members, contractors, and employees (hereinafter known as “Interested Parties”).

Policy

- A. It is the policy of BCN that no Interested Parties or their Family Members, as defined herein at paragraph C., should derive any personal economic benefit, directly or indirectly, by reason of such person’s participation as a representative to BCN, services to BCN or a BCN Committee, or because of employment by BCN (except in the case of employees for reasonable compensation). Interested Parties shall disclose to the BCN President or Committee Chair any personal interest that he or she or any Family Members may have in any matter pending or expected to come before BCN. Each employee shall disclose to the President any personal interest that he or she or any Family Member may have in any matter or transaction involving BCN.
- B. Interested Parties shall disclose to the President or Committee Chair all organizations that will, or may be reasonably expected to, engage in business transactions (other than payment of dues) with BCN, or receive grants from BCN, in which such Interested Parties or a Family Members have a Material Financial Interest, or acts as a director, consultant, partner, trustee, officer, member of the Executive Committee or employee. Interested Parties or Family Members have a Material Financial Interest in an organization if the Interested Parties or Family Members: (i) own, directly or indirectly, more than 5% of the organization’s equity interest, (ii) is owed money by the

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organization in excess of 5% of the organization's overall indebtedness or in excess of 2% of the Interested Parties' or Family Members' net worth, or (iii) receives compensation from the Entity in excess of 2% of the income of the Interested Parties or Family Members.

- C. "Family Members" of Interested Parties are a spouse, parents, children, or grandchildren and any other individual residing in the home not otherwise described herein for which the Interested Parties have actual knowledge of the interest or affiliation of such Family Members.

Restraint on Participation

Interested Parties who have a conflict of interest in any proposed transaction or other matter shall refrain from participating in consideration of the proposed transaction or other matter, except such individual shall provide information and interpretation as requested by the Executive Committee. In the case of an Affiliate Representative or member of a BCN committee, he or she shall not vote on the matter in question and, if so requested by the President or any Interested Parties, shall not be present at the time of the final discussion and/or vote.

Records of Proceedings

The minutes shall reflect that the Interested Parties recused him or her selves from or were not present at the final discussion and abstained from any votes or were not present for any voting regarding the matter in question.

Advance Determinations

Interested Parties uncertain about possible conflict of interest in any matter may request the Executive Committee to determine whether a possible conflict exists; the Executive Committee shall resolve the question by majority vote. If the Executive Committee or President deems it appropriate, the question of potential conflict may be referred to counsel for an opinion prior to the Executive Committee vote.