

**BIRD CONSERVATION NETWORK**  
**BYLAWS**  
Amended April 20, 2002  
**DRAFT AMENDMENTS (7/1/05)**

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 Not-for-profit Act of the State of Illinois.

~~Section 3. The purpose of BCN is to advocate for and promote the perpetuation and appreciation of the native avian fauna of the Chicago region, both resident and migratory, with its associated native flora and fauna, and the habitats that support them, through a coalition of birding organizations and individuals. To achieve this goal, an understanding is needed: of the habitat needs of birds during all seasons of the year; the influence human activities and natural processes have on those habitats and all the species that occur in them; and how that influence effects their avian denizens. Promotion of a sound ecological relationship between human populations and their environments, and the education and involvement of the birding community and the public at large in such efforts, is also critical.~~

~~Section 4. Toward this purpose, BCN will initiate, assist, and support programs that seek to protect our native birds and the habitats they depend upon, and to study their interrelationships within the various habitats that occur within the Chicago region.~~

Section ~~5~~ **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 in the Chicago metropolitan region.

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.

## ARTICLE II -- BCN MEMBERSHIP

### Section 1. Composition

The membership of BCN shall consist of organizational affiliates and individual members.

a. Organizational affiliates are those ~~birding~~ organizations in the Chicago region 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) Pledges shall be treated as payment for the current annual term. An organization may not secure voting rights for the following annual term until the pledge has been paid.~~

~~(2)~~ **(1)** BCN may reduce the organizational dues upon hardship or other extenuating circumstances.

~~(3)~~ **(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** organizations ~~may be denied affiliation by a three-fifths vote~~ **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.

~~(4)~~ **(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.

### Section 2. Term

The term of organizational membership **and individual membership** shall run ~~from one annual meeting to the next~~ **for a calendar year**. ~~Terms of individual members accepted by the date of incorporation shall run from one annual meeting to the next. Other individual memberships shall run one year from the time of original acceptance by BCN.~~

## 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.

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, 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 ~~Secretary~~. **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.

Section 6. In the event that any general meeting of BCN fails to achieve a quorum, the ~~President~~ **Executive Committee** may call for a paper or e-mail ballot to be distributed on any issue ~~judged to be sufficiently important~~ **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 7. All meetings of BCN and its committees shall be open to all interested parties to attend. The Secretary shall post meeting dates, times, and places for regular BCN meetings as appropriate. However, due to the limited capacity of the various meeting rooms, it shall be requested that all non-BCN attendees contact the Secretary regarding attendance. Committee chairs shall function in the same capacity as the Secretary for their respective committee meetings.~~

#### ~~ARTICLE IV -- ANNUAL MEETING~~

~~Section 1. BCN shall have an annual meeting. Notice of the time and place of the Annual Meeting shall be given to all members of BCN at least 30 days in advance of the meeting.~~

~~Section 2. At the Annual Meeting, the President shall report on the problems and accomplishments of BCN during the year. The Treasurer and chairpersons of each standing committee and each special committee shall submit an annual report.~~

~~Section 3. The minutes of the Annual Meeting shall be distributed to the membership of BCN.~~

## ARTICLE V IV -- OFFICERS AND THEIR DUTIES

Section 1. **At the first meeting of each calendar year** BCN shall ~~convene following the business session of the Annual Meeting for the primary purpose of nominating and electing officers of BCN for the coming year~~ 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.

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 ~~the Annual Meeting and~~ 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 ~~brief financial report at each meeting of the BCN, and a full financial report at the Annual Meeting.~~ 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 ~~secret~~ **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.

## ARTICLE ~~VI~~ 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 either of the two: President, and Vice President, plus one other committee member. 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 ~~BCN~~ **the Executive Committee**, the chairpersons of all committees. 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 ~~BCN~~ **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 ~~Annual Meeting~~ **first meeting of the calendar year**. ~~It shall consist of not less than three members.~~ The Nominating Committee shall prepare a slate of candidates for officers (~~to be nominated at the Annual Meeting~~), and membership in BCN (~~to be nominated at the attendant BCN Meeting~~) **to be nominated at the first meeting of the calendar year**.

## ARTICLE ~~VII~~ 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 the 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 ~~VIII~~ VII-- FISCAL POLICIES

Section 1. No officer, agent, or regular 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 a ~~resolution of BCN~~ **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.

Section 3. The ~~annual~~ **calendar year** dues of ~~all member organizations~~ **all Organization and Individual memberships** shall be payable annually on or before ~~December 31st~~, **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 **or Individual** Affiliate by ~~October 4~~ **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 ~~the same shall become payable~~ **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 ~~Annual Meeting~~ **first meeting of the calendar year**. ~~Members will receive the proposed budget in writing no later than two weeks prior to said meeting.~~

#### ARTICLE ~~IX~~ **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 ~~on the proposal~~.

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**.

#### ARTICLE ~~X~~ **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 ~~XI~~ **X** -- DISSOLUTION

In the event of dissolution, all assets in excess of liabilities remaining at such time shall be distributed to another organization formed and operated for purposes similar to those of BCN.