

FINAL MINUTES

Bird Conservation Network Meeting July 21, 2018 Good Shepherd Lutheran Church, Naperville, IL

Attendees: Bobbi Asher (CAS), Stephanie Beilke (AGL), Suzanne Checchia (ENSBC), Stephen Constantelos (CAS), Donnie Dann (TNC), Bob Fisher (IAS), Glenn Gabanski (DBC), Diane Hicks (TCA), Vera Leopold (TWI), Glenn Perricone (DBC), Judy Pollock (IOS), Rita Renwick (WCA), Terry Schilling (Individual), Eric Secker (KCA), Dave Taliaferro (Lake-Cook), Nancy Tikalsky (COS), Chris VanWassenhove (CAS), Jenny Vogt (AGL), Christine Williamson (COS), Ted Wolff (IOS) **Guests:** None

QUARTERLY MEETING

Introductions

Administration

The meeting was brought to order by President Terry Schilling at 1:20 pm and a quorum was established.

Approval of April 7, 2018 BCN meeting minutes

Motion: Bird Conservation Network approves the minutes of the April 7, 2018 meeting.

Moved: Fisher

Second: Taliaferro

Action: Passed

Treasurer's Report – Glenn Gabanski

2018 Income:

Dues: \$2,070.00

Donations: \$572.28 \$500 given by Jeff and Arlene Koziol; rest from two on-line donations and a check from Donate Well.

Total: \$2,642.28

2018 Expenses:

State fees: \$25.00

Dues to other organizations: \$200.00

New checks: \$49.85

Postage: \$14.05

Conference calls: \$48.17

Monitor Brunch \$155.93

Total: \$493.00

Net Income: \$2,149.28

Checkbook balance as of 7/21/18: \$9,126.90

Funds Balance as of 7/21/18: \$6,101.90. This is the BCN balance after subtracting the Trends Analysis Reserve Fund Balance of \$2,000 and known budgeted expenses not yet paid.

On our website BCN has a donate option run by PayPal. When someone donates via the button fees are deducted from the donation before BCN receives the money. These fees can be avoided if someone with a PayPal account chooses the “Family and Friends” option to transfer money. We should add language by the donate button mentioning this option. Fisher added that many 501(c)(3) orgs have a check-off box where the donor can pay for the PayPal surcharge.

*We will look into both options with Gabanski sending Secker some language that he will put on the website.

Membership Report – Glenn Gabanski

Prairie Woods Audubon Society paid their dues before June 30. All organizations and individuals renewed their membership for 2018.

Membership remains at 21 Organization and 2 Individual memberships.

Addition of new BCN Survey Coordinator, Tim Balassie, as new at-large member – Terry Schilling

Tim Balassie nominated as a BCN Individual member. Tim is a very active Kane County Audubon member.

*Secker will look into making Tim a rep for that organization. Whichever route Tim decides to go, this will be voted on at the next quarterly meeting.

Advocacy/Conservation Issues

Report from Advocacy Chair Donnie Dann

Since the previous meeting, April 7, 2018, BCN has advocated the following. Remember, we all must be advocates, whenever possible, signing petitions, contacting legislators, and otherwise speaking up for birds. Most importantly, meet face to face with your State Rep, your State Senator and your Congressman/person and get to know him/her. If possible, I'll be happy to accompany you.

- Slipped in opposition to HB 5293, which ultimately failed. It was an attempt to place two members of the Farm Bureau on the Endangered Species Board
- The Illiana Tollway project, which BCN opposed, was excluded by CMAP Staff on its ON TO 2050 Priority Transportation Project List. This means it's essentially dead.
- Wrote yet again to oppose weakening of the ESA and the MBTA and supported efforts of national environmental organizations that are suing the federal government on the weakening of the “incidental take” rule.
- Opposed the proposed Water Park at Montrose, and the effort was withdrawn.
- Supported efforts to include strong conservation provisions in the Farm Bill.
- Opposed the administration's effort to weaken NEPA.
- Supported IEC's effort to speak out against asking a “citizenship” question on the 2020 census form.

The “how to slip electronically” document sent out after last meeting will be sent again with these minutes. Williamson pointed out the importance of phone calls as well.

*Secker can and will put a copy somewhere on our homepage. Constantelos will assist in finding the right page on our site for this.

Other Advocacy Items

Williamson mentioned conservation developments with the ESA and a bill in the federal House relating to considering the economic impact of saving a species as opposed to its biological value, and the possibility of the Dept of Defense dictating land policy relating specifically to the habitat of the Greater Sage Grouse as opposed to the USFWS. Fisher suggested an ESA action alert for all of our groups.

*Renwick added that the Environmental Law & Policy Center already came out with one and she can share it.

Beilke and her organization, Audubon Great Lakes, bring our attention to a Great Lakes Restoration Initiative (GLRI) plan meeting on August 7. GLRI funding is important for birds and other worthy conservation projects. Details: EPA and federal agency partners are working together to develop the Great Lakes Restoration Initiative Action Plan III, which will cover the years 2020-2024. To get input for the development of Action Plan III, we are holding informal public engagement sessions throughout the Great Lakes this summer.

Tuesday, Aug. 7, 2018
U.S. EPA
Metcalf Federal Building
Lake Michigan Room, 12th floor
77 W. Jackson Blvd.
Chicago, Illinois

Advance registration is not required.

Start Date

Tue, 08/07/2018 - 2:00 pm

End Date

Tue, 08/07/2018 - 4:00 pm

Timezone

<https://www.glri.us/node/120>

Fisher and Dann sat in on the Illinois Environmental Council (IEC) agenda meeting—among others, the feral cat issue and strengthening IDNR staff and leadership were discussed. Williamson adds IL governor candidate, Pritzker, has made overtures to help these organizations. Williamson adds we should urge our members to vote for environmentally-responsible candidates to the extent we can, without naming names.

Pollock brought up a Chicago issue: the Lincoln Yards development project, which features a lot of glass buildings hazardous to birds. We can learn more and comment on their developer's (Sterling Bay's) website: <http://www.lincolnyards.com>. Specific, direct comments to the developers could be quite effective. Fisher suggested the BCN as a whole go on record. Wolff suggests contacting as many stakeholders and people in power as possible,

including the area's alderman, Brian Hopkins (2nd Ward), Patrick Murphey (Acting Zoning Administrator, City of Chicago), David Reifman (Commissioner of Planning and Development, City of Chicago) Erin Lavin Cabonargi (Director of Development Services, Sterling Bay) and Andy Gloor (Managing Principal, Sterling Bay), and the mayor. There is a public meeting on Weds, July 25, and this issue could figure in the November election.

As a way of getting to know her representatives, earlier this year Leopold went to the annual Environmental Lobby Day in Springfield. This is sponsored by Sierra Club, IEC, and Faith in Place, among others. Attendees go in teams and find their reps and talk to them, pointing out bills we care about. Here is one link: <https://ilenviro.org/get-involved/2018-lobby-day/> Tikalsky, Williamson, and others endorse Environmental Lobby Day, with Williamson adding that BCN members also have some positions in common with other organizations that do this, like the Humane Society, and might consider lobbying with them as well.

On April 18, Schilling signed a letter to John Legge of TNC about BCN support for the Sustain our Great Lakes proposal, specifically as it relates to the Calumet Conservation Compact. A lot of Calumet region marsh bird monitoring data for is housed with the Midwest Avian Data Center. Fisher reminded that the BCN should always keep in mind opportunities for making our regional bird data as comprehensive as possible and we should try to add this data to our own data. Schilling added it would be great for BCN to analyze this data too. There may be a way to work with Cornell/eBird as well.

*Pollock, Hicks, and Beilke will look into it.

Projects & Initiatives

Orland Grasslands South Monitoring Points – Diane Hicks

Mike McNamee is willing to monitor Orland Grasslands South if BCN wants to create monitoring points in that location. Tom Mulcahy is the BCN survey rep for S. Cook Co.

*Pollock will put them in touch with each other.

Report on BCN Monitor Brunch & new BCN Survey Coordinator, Tim Balassie – Emma England/Steve Constantelos

Messages from Emma England:

- I have some good/bad news to share with BCN. I have been elected as the new president of Lake County Audubon Society and took over from Chris Geiselhart in May. I thought long and hard about whether to accept the invitation take on this role as I knew it would mean that I would have to step down from the BCN Survey Coordinator role which I have enjoyed. I felt that this was a very good opportunity for me to have a greater impact on bird conservation in Lake County so I stepped down from the BCN Survey Coordinator role on July 8th after the brunch. I recommended Tim Balassie as a replacement to take over from me and he accepted. Tim is the Kane County BCN Survey Council Representative and he has been very active in that role. I prepared a document for Tim that details all the responsibilities of the role. I would like to remain on ExComm for now and will continue to be a BCN rep. for LCAS.
- The BCN Monitor's Brunch took place on July 7th at Songbird Slough in DuPage County. We had 17 attendees who enjoyed a bird walk led by BCN monitor Ron Skleney who monitors at Songbird Slough. The highlight of the walk was a Henslow's Sparrow. The brunch followed and was held at the preserve shelter. Cindy Hedges who is the Volunteer Coordinator from Forest Preserve District of DuPage County

arranged for us to use the shelter free of charge and also helped out by providing coffee, fruit and water for us also at no cost. I purchased the rest of the refreshments and the total cost was \$155.93. So we were well under our \$350 budget thanks to Cindy. I will turn in receipts to Glenn for reimbursement. I introduced Tim Balassie as the new Survey Coordinator. I spent time with him after the brunch taking him through the responsibilities of the coordinator role which he started effective July 8th. Judy Pollock was unable to attend due to being sick.

Speaker ideas for Wild Things, plus a brief update about using BCN Survey data – Judy Pollock

Pollock is now co-coordinating with Tim Balassie—she focusing on how data is used, he coordinating the BCN survey council, and recruitment and training of monitors, making sure we have wide coverage. Judy is excited to have him, and praised the job Emma England did in the position.

Judy adds that we have 7 or 8 new monitors for the BCN Survey and that the survey is creating Cook Co Forest Preserve maps for each bird of concern, and will try to work with other counties next. Mary Bush with FPDCC coordinates volunteer resource center monitors, she reached out to us. We will meet with their ecologists to see what data, visualizations, etc. they would like.

Wild Things is coming on Feb 23, 2019 at the Rosemont Convention Center. All speaker track shepherds are in place except the Birds one. This person or group creates the program of speakers. We can't sponsor a track as BCN unless we donate a lot of money, so that is a no go.

*Hicks volunteers to be the track shepherd for Birds. Beilke and Pollock also volunteer to work on the project. BCN rep Matt Igleski of IOS volunteered to help as well at the April 7 quarterly meeting.

A BCN-hosted conference for 2019? – Terry Schilling

Schilling proposed reviving the BCN conferences, having them focus on the science of bird conservation/applied ornithology and the politics and getting things done, with scientists, politicians, practitioners, activists, students, etc. sharing information. He has had some discussions already and asks for our input. Would it be Midwest-wide? We made a success and a profit with our conferences in the past and it could be doable with a core of dedicated people.

Williamson mentioned a somewhat recent IIT bird-friendly building/structure conference and said this could be a theme for ours, along different lines. She also asked if our conference would be themed or not. Multiple tracks?

Beilke referred to state-level conferences (in MI, WI, OH) as ones to look at when planning ours.

Pollock called for research into other conferences and pointed out a likely need for a dedicated staff for this project.

Vogt inquired about the goals behind our conference—to fill a need in the community, to promote the BCN, etc.

Secker pointed out that BCN's strengths include being a regional network, its data, and its land management best practices, suggesting coordinating with Cornell and/or ABC as an idea.

Reps are invited to email Terry (president@bcnbirds.org) to give input.

*Fisher, Secker, Constantelos, and Dann will join Schilling in doing the requisite market research on the timing, themes, etc. of other conferences.

Other Items

Proposed amendments to the BCN bylaws: Introduction and discussion – Terry Schilling

Proposed amendments to Articles II, III, IV, V, and VII were handed out in hard copy, summarized, and in some cases discussed (by all reps present). They are as follows:

See below addendum to these minutes.

Motion: Move to consider Schilling's proposed amendments as a bundle and take action at the next meeting, as described in Article VIII of the bylaws:

http://www.bcnbirds.org/BCNdocuments_files/BCNbylaws01202018.pdf.

[ARTICLE VIII

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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.]

Moved: Fisher

Second: Constantelos

Action: Passed

Next Meeting

October 13, 2018 – location Northerly Island?

Adjourn

Motion: Bird Conservation Network approves adjournment.

Moved: Fisher

Second: Checchia

Action: Passed

Addendum: Bylaws with proposed changes incorporated.

The proposed changes to the bylaws encompass 5 Articles. Each amendment was made one per article; there were a total of 5 proposed, in Articles II, III, IV, V, and VII. Deleted language is noted by having the text in red with strikeout and a highlight of yellow. New language is in bold text with a green highlight.

BIRD CONSERVATION NETWORK BYLAWS

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.

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.

C. Sponsoring Affiliates are those organizations who support the goals of the BCN and who can contribute financially. Such organizations may or may not be Organizational Affiliates. They will be named as sponsors in BCN literature and will be featured prominently on the BCN website. Representatives of Sponsoring Affiliates will receive invitations to BCN events. A \$500 annual minimum contribution will be required.

D. Sponsoring Members are those individuals who support the goals of the BCN and who can contribute financially. These members may or may not be individual members. They will be named as supporters in BCN literature and will be featured prominently on the BCN web site, and will receive invitations to BCN events. A \$250 annual minimum donation will be required.

E. Associate Members are those individuals who support the goals of the BCN but cannot volunteer to participate in the work of the BCN. These members do not have voting privileges, but will be named as associate members on the BCN web site, and will receive invitations to BCN events. A \$50 annual minimum donation will be required.

Section 2. Term

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

A. Once accepted, the membership of Organizational Affiliates and Individual Members is ongoing, until resignation of the Organizational Affiliate or Individual Member. Voting privileges are governed by Article VII Section 3 of these bylaws.

B. The term of Sponsoring Affiliates, Supporting Individual Members, and Associate Individual Members shall run for a year from the beginning of the quarter during which the donation is made. The treasurer will send a reminder 30 days before the annual renewal date. If another donation is not made by the end of the quarter, then the status will change to "Contributor", and mention of these organizations and individuals will be made on the BCN web site.

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, 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 **or the Secretary**.

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.

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, **representative or member** 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. **This may be done either with paper documents by regular mail or electronically.** 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 **of an officer**, 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 V – COMMITTEES

Section 1. The Executive Committee shall consist of the President, the immediate Past-President, the Vice-President, the Secretary, the Treasurer, **the chair of the BCN Survey Council**, and any other BCN members **so designated elected** by BCN. **Elected Executive Committee members shall serve for a term of one calendar year.** 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 **or other electronic conferencing methods** 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.

Section 3. The calendar year dues of all Organization Affiliates and Individual Memberships 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~~ **BCN** 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. **For convenience, electronic transactions, and services used to implement them, are permitted, including credit card and electronic transaction services such as PayPal. Any credit card transaction must be initiated by the President, Vice-President, or Treasurer.**

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.

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 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 herself 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.

Explanation of changes.

Article II

Section 1 and Section 2B:

This expands membership to open up fundraising opportunities and to allow for public recognition of financial support by entities and individuals

Section 2A:

The original language implies that each organization and individual needs to re-apply every year. We do not operate this way in practice.

Article III Section 4

As the Secretary keeps track of Organizational Affiliate representatives and sends out notices of meetings, it only makes sense that the Secretary be informed of substitutions.

Article IV Section B

References to who is being removed is done for clarification and consistency. Also, as much of our business is being done electronically, this kind of a vote, which would happen outside of a regular BCN meeting, should also be able to be done electronically.

“If a BCN member fails to return a ballot, his/her vote shall be counted as being against removal.” This is so contrary to the concept of one person / one vote, referred to elsewhere the bylaws, and enshrined in Roberts Rules of Order, that it makes no sense to leave it in. If a member cannot be bothered to cast a ballot, then that person’s vote should not count in any case.

Article V Section 1

Historically, the Executive Committee consisted only of elected officers. Since then additional members were added to the Executive Committee, but the bylaws are vague about how they are appointed and how long they serve. This amendment attempts to codify additional ExComm

membership. In addition, because the BCN Survey is such a major part of BCN's mission, and recently the Survey Council Chair has been a member of ExComm, this revision makes it automatic.

Article VII Section 7

It's time to update the bylaws to keep up with changes in the way people and organizations pay for goods and services and receive funding.