

*Constitution of the
Oklahoma Ornithological
Society*

Ratified 1988

Amended 2002

Compiled 2012

CONSTITUTION
OKLAHOMA ORNITHOLOGICAL SOCIETY

ARTICLE I-NAME

The name of this organization shall be the Oklahoma Ornithological Society, hereinafter referred to as the "Society".

ARTICLE II-PURPOSE

- Section 1. The purpose of this Society shall be to promote the study and dissemination of knowledge of birds; to encourage specifically the observation, study and conservation of Oklahoma bird life; to advance the cause of all wildlife preservation; to encourage the formation of local groups dedicated to the same aims; and to stimulate fellowship by annual meetings, field trips and other suitable means set forth in Article Four of the Society's State of Oklahoma Articles of Incorporation as Amended.
- Section 2. The Society shall be a non-profit organization, and no part of the Society's net income or any of its assets shall inure to the benefit of the Executive Board or Members. The balance, if any, of all money received by the Society from its operations, after the payment in full of all debts and obligations of the Society whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purpose or purposes of the Society as set forth in Section 1 of this ARTICLE and Article Four of the Society's Articles of Incorporation as Amended. No substantial part of the Society's assets shall be directed toward influencing legislation or participating in any political campaign on behalf of any candidate for public office.

ARTICLE III-MEMBERSHIP

- Section 1. Any person engaged in the study of birds or interested in their observation and conservation is eligible for membership upon payment of dues.
- Section 2. Membership is for one calendar year in all categories except Life Member. Membership categories shall be as follows: (a) Student Member (through graduate level), (b) Regular Member, (c) Family Member, (d) Sustaining Member, (e) Life Member.
- Section 3. Members are entitled to participate in the Annual Business Meeting, to vote, to serve as Officers, and to receive The Scissortail and The Bulletin of the Oklahoma Ornithological Society.

ARTICLE IV-OFFICERS; ELECTION AND APPOINTMENT

- Section 1. The Elective Officers of this Society shall be President, President-Elect, Secretary, Treasurer, Business Manager, and the six Chairpersons of the standing committees.
- Section 2. The standing committees shall be Membership/Circulation, Archives, Awards, Activities, Conservation, and Special Projects.
- Section 3. The Appointive Officers of the Society shall be Editor of The Scissortail, Editor of The Bulletin, and the Chairperson of the Bird Records Committee. The President, with approval of the Executive Board, shall appoint these officers as needed.
- Section 4. The Elective and Appointive Officers of the Society and the immediate Past-President shall constitute the Executive Board and shall be voting members.
- Section 5. The President-Elect shall be elected by the Members for a two-year term; shall succeed to the Presidency at the end of the term; and after serving as President for two years, shall assume the position of Past-President for two years. Secretary, Treasurer, and Business Manager shall be elected by the Members for a term of one year. The Chairpersons of the six standing committees shall be elected by the Members for terms of three years, two each year so as to stagger the elections and maintain continuity of direction and activities.
- Section 6. A Nominating Committee shall be selected annually by the Executive Board to prepare a slate of nominees for each open Elective Office. Nominations of candidates willing to serve shall be provided by this Committee to the Executive Board at the annual fall business meeting. Nominations may also be made from the floor at the annual fall business meeting.
- Section 7. Election of Officers shall be by majority vote of Members at the annual fall business meeting.
- Section 8. The term for Elective Officers shall commence on the first day of the subsequent calendar year. Incumbents shall continue to serve until their successors assume office.
- Section 9. Any board member may be replaced for cause by a two-thirds vote of the Executive Board. Vacancies shall be filled by Presidential appointment with Executive Board approval.

ARTICLE V- DUTIES OF THE EXECUTIVE BOARD

- Section 1. The Executive Board shall have directive authority over the affairs of the Society between annual meetings; it shall meet at least once a year, and upon call of the President or three members of the Board. A majority (eight) of the Executive Board shall constitute a quorum. Decisions shall be determined by a majority of votes cast except as otherwise specified in this Constitution. The Executive Board shall select sites and appoint Program Directors to oversee all arrangements for spring and fall meetings.
- Section 2. The President shall be the Chief Executive Officer of the Society. He or she shall organize and preside over meetings of the Executive Board and at any general business sessions of the Society; organize, charge, and discharge ad hoc committees as needed; and serve as an ex officio member of all committees of the society. The President shall fill vacancies on the Executive Board as needed; prepare a president's message for each issue of The Scissortail to inform the membership of activities of the Society; and maintain contact with local clubs. The President shall serve as a member of the Budget Committee. The President shall have authorization to appoint an acting Treasurer in emergency conditions.
- Section 3. The President-Elect shall preside in the absence of the President. In the event of a vacancy in the office of the President, the President-Elect shall succeed to the office and shall serve for the remainder of the term and then for the regularly elected term. The President-Elect shall provide assistance to the Program Directors in preparations for the fall and spring meetings, and shall report such activities to the Executive Board.
- Section 4. The Secretary shall keep minutes of all business meetings of the Society, publish them in The Scissortail, maintain past Society records, and transfer appropriate documents of the Society to the Archives.
- Section 5. The Treasurer shall be the Fiscal Officer of the Society under the general direction of and subject to regulation by the Executive Board. The Treasurer shall have custody of all Society funds. Disbursements for the Society shall be in the name of the Treasurer. The Treasurer shall be bonded at the Society's expense in the amount specified by the Board. The Treasurer shall maintain financial records that show sources and amounts of income, disbursements, and transfers of funds. Semi-annual reports of account balances shall be presented to the Executive Board and an annual report shall be printed in the following summer issue of The Scissortail. The Treasurer will notify the Membership/Circulation Chairperson of receipt of dues in a timely fashion. The Treasurer's books shall be audited annually by the Business Manager and a person appointed

by the President. The Treasurer shall serve as a member of the Budget Committee.

- Section 6. The Business Manager shall be responsible for overseeing business activities of the Society and recommending actions to the Board for financial and legal affairs. He or she shall be involved with the annual audit, all contracts and agreements of the Society with outside concerns, and maintenance of records related to requirements of state and federal tax codes. The Business Manager shall serve as chairperson of the Budget Committee, may appoint other members to the Budget Committee as necessary, and shall report budget recommendations to the Board. The Business Manager will take responsibility for other business activities of the Society that are not delegated to other Officers, and shall provide written reports of activities to the Board.
- Section 7. The Membership/Circulation Chairperson shall insure that a current membership and mailing list is maintained, that mailing permits are obtained, that all Society publications are mailed to members in a timely manner, and that orders for back issues of Society publications are processed. This Chairperson will recruit new members and provide written reports of activities to the Board.
- Section 8. The Archives Chairperson shall insure that historical records of the Society are properly recorded and preserved. This Chairperson shall gather, inventory, and curate all of the Society's records and papers that have accumulated since its organization in 1951. Correspondence and other materials generated by the Society's Officers in their lines of duty shall be obtained by the Archives Chairperson upon the retirement of such Officers. The Archives Chairperson shall deposit the records of the Society with an institution designated by the Executive Board.
- Section 9. The Awards Chairperson shall encourage nominations for the awards recognized by the Society and shall, with the input of the Awards Committee, determine the recipients of such awards. The Awards Chairperson will coordinate with the Fall Meeting Program Director to arrange for presentation of the awards. This Chairperson shall provide records of awards, including nomination forms and letters of support, to the Archives Chairperson.
- Section 10. The Activities Chairperson shall be responsible for disseminating information regarding bird and other conservation activities in the State, including field trips, lectures, films, and other activities of interest to Members. This information will be published in The Scissortail in a timely fashion.

- Section 11. The Conservation Chairperson shall bring to the attention of members of the Society any matters affecting bird life or other conservation matters. This Chairperson shall recommend to the Board courses of action regarding conservation matters of concern to the Society.
- Section 12. The Special Projects Chairperson shall promote and administer educational and research activities as may be approved by the Board.
- Section 13. The Editor of The Scissortail shall be responsible for timely preparation of the manuscripts and publication of the Society's quarterly newsletter. The Scissortail Editor is charged with implementing the editorial policies of the Executive Board which shall include the publication of the minutes of Executive Board meetings.
- Section 14. The Editor of The Bulletin of the Oklahoma Ornithological Society shall be responsible for timely preparation of the manuscripts and publication of the Society's scientific bulletin. The Editor can recommend appointment of Associate Editors for approval by the Executive Board. The Bulletin Editor is charged with implementing the editorial policies of the Executive Board.
- Section 15. The Bird Records Committee Chairperson shall be responsible for receipt, accumulation, maintenance, and storage of seasonal and geographic distribution records of Oklahoma bird life. The Chairperson shall carry out the goals of the Bird Records Verification System as approved by the Executive Board. Verified records will be submitted for quarterly publication in The Scissortail.

ARTICLE VI – COMMITTEES

- Section 1. There shall be a Budget Committee which shall consist of the Business Manager (as chairperson), the Treasurer, and other members appointed by the Business Manager.
- Section 2. The Budget Committee shall consult with all members of the Executive Board to determine their need for funds for each calendar year and shall prepare and present an annual budget that will meet the needs within the expected revenue.
- Section 3. There shall be the following standing committees:
- Membership/Circulation, Archives, Awards, Activities, Conservation, and Special Projects, whose chairpersons are elected to the Executive Board. Each chairperson may appoint his/her own committee.

- Section 4. Standing Committees shall function to aid the Chairpersons in achieving their duties as established in ARTICLE V.
- Section 5. Ad hoc committees may be established by the President or the Executive Board as needs arise.
- Section 6. Two ad hoc Local Arrangements Committees shall be appointed by the Executive Board annually to organize and execute the Fall Technical Papers Meeting and the Spring Field Trip Meeting. Program Directors will be chosen by the Executive Board to appoint and chair their respective Local Arrangements Committee. These committees shall be charged with accomplishing the stated goals of the meetings as identified in ARTICLE X. The Executive Board may and, if possible, should appoint Program Directors during the calendar year prior to that in which the meetings occur.

ARTICLE VII – PUBLICATIONS

- Section 1. The publications of the Society shall include a newsletter, The Scissortail; and, a scientific publication, The Bulletin of the Oklahoma Ornithological Society. These shall be published and distributed quarterly in March, June, September and December.
- Section 2. The Scissortail shall be the official medium to present all society activities, news of members, notes and brief articles about birds and related subjects, and other information of general interest.
- Section 3. The Bulletin of the Oklahoma Ornithological Society shall be a scientific publication concerning the biology and natural history of the avifauna of Oklahoma.
- Section 4. Other publications may be issued from time to time as approved by the Executive Board.

ARTICLE VIII – VOTING

- Section 1. Voting by Members at the annual meeting shall be by count of hands or by standing, or by written ballot.
- Section 2. Voting between annual meetings shall be conducted by mail ballots when so ordered by the Executive Board. Such ballots shall be available for inspection by any member of the Society for thirty (30) days after result of the vote has been announced.
- Section 3. For actions at the annual meeting, a majority of votes cast shall govern.

Section 4. For mail balloting, the votes cast by members of the Society shall constitute a quorum and the majority vote shall rule unless otherwise specified in the Constitution.

ARTICLE IX – AMENDMENTS

Section 1. Amendments to the Constitution shall be proposed in writing by a minimum of five members of the Society, addressed to the President, with reasons therefore. Every member must be mailed a notice of such proposed amendments either in the Society newsletter or in writing at least sixty (60) days before voting shall commence. Voting thereon must be by mail ballot and approval of two-thirds of the members voting shall be necessary to pass the amendment. Voting shall cease forty-five (45) days after the ballots have been mailed. The amendment shall be effective upon adoption unless otherwise stipulated.

Section 2. Amendments to the By-Laws may be passed by two-thirds vote of the members voting at the annual Fall Meeting. Amendments to the By-Laws shall be effective upon adoption unless otherwise stipulated.

ARTICLE X – FISCAL YEAR AND MEETINGS

Section 1. The fiscal year shall be the calendar year.

Section 2. There shall be one Fall Technical Papers meeting to be held in the fourth quarter of the year at which election of officers and presentation of scientific papers shall occur. The location and specific time and place shall be determined by the Fall Meeting Program Director in charge with approval of the Executive Board. This Program Director shall represent the Board in the planning and management of the meeting. At a minimum the Program Director will: prepare pre-registration forms, prepare the call-for-papers, make all necessary arrangements for general and business meeting facilities, prepare the scientific program, print abstracts for distribution at the meeting, and arrange for the banquet and banquet speaker. The Program Director shall be responsible for timely dissemination of meeting information. Call-for-papers, date and location for the meeting shall be provided with the June issue of The Scissortail, and pre-registration forms should also be included with the June issue of The Scissortail if at all possible.

Section 3. There shall be a Spring Field Trip Meeting to be held in the second quarter of the year, the location to rotate among interesting geographic areas of the state. The specific time and place shall be determined by the Spring Meeting Program Director in charge with the approval of the Executive Board. This Program Director shall represent the Board in planning and management of the meeting to include at a minimum arrangements for

field trips, facilities, registration, meals, and speaker. Registration forms shall be provided with the March issue of The Scissortail.

ARTICLE XI – RESTRICTED FUNDS

- Section 1. The Endowment Fund. All monies received from Life Memberships and any other monies designated for this account shall be placed in the Endowment Fund. The principal of this Fund shall be placed in an interest bearing account insured by the FDIC or FSLIC. The principal of the Endowment Fund shall not be expended. All interest monies generated by the Endowment Fund shall be placed in the general operating account to defray the costs of membership for each Life Member and other Society Expenses.
- Section 2. The George M. Sutton Memorial Bulletin Fund. Initial contributions to this Fund were generously provided by the late George M. Sutton. All monies so received and subsequent contributions to this Fund shall be placed in an interest bearing account insured by FDIC or FSLIC. The principal of the Sutton Memorial Bulletin Fund shall not be expended. All interest monies generated by this Fund shall be placed in the general operating account to defray the cost of producing The Bulletin of the Oklahoma Ornithological Society.

ARTICLE XII – DURATION AND DISSOLUTION

- Section 1. Perpetual operation of the Society is contemplated hereby, but in the event of dissolution, the Executive Board shall distribute assets and accumulated income in accordance with the articles of incorporation of the Society, applicable provisions of the United States Internal Revenue code, and in the specific manner as set forth in Section 2.
- Section 2. In the event of the dissolution of the Society, or in the event it shall cease to carry out the purposes herein set forth, all the assets of the Society shall go and be conveyed to the Oklahoma Chapter of the Nature Conservancy, a nonprofit corporation incorporated under the laws of the State of Oklahoma, provided that such chapter of the Nature Conservancy is in existence at the time of the dissolution of the Society. If the Oklahoma Chapter of the Nature Conservancy is not existing at such time, then the assets of the Society shall go and be conveyed to such Oklahoma nonprofit corporation, association, or organization as may be selected by a majority vote of the Executive Board of the Society with the stipulation that the assets be used for and devoted to scientific, educational, and conservation purposes as set forth in ARTICLE II of this Constitution and as set forth in Article Four of the Society's State of Oklahoma Articles of Incorporation as Amended.

Amendment I
(Ratified by Mail Ballot Spring 2002)

To afford the Society efficiency in operation and to provide qualified, participating membership on the Executive Board of the Society, it is recognized that in some cases it may become necessary for officers to accept the duties of another position. In those cases the following shall hold.

Section 1. No officer shall be involuntarily removed from the Executive Board, except as provided under Article IV, Section 9. Officers may however voluntarily relinquish or resign an Executive Board position.

Section 2. Nothing in this amendment shall restrict the appointive powers of the President. Should a position become vacant, the President shall decide to appoint as provided under Article IV, Section 9, or declare the office vacant, except as provided under Section 3 of this amendment.

Nothing in this amendment shall prohibit or otherwise restrict the elective process of the Society. If a position is declared vacant, nominations for the position will be sought and the election process will be held as provided in Article IV, Section 5, Section 6, and Section 7. Election of an office shall be held when the term of the position would have expired if the position had not been declared vacant.

Section 3. Upon a position vacancy the President will provide an appointive nominee to the Executive Board or propose to the board that the position be declared vacant. Under a proposal of vacancy, a polling of the Executive Board will take place with a two-thirds vote required to declare the position vacant, except as provided elsewhere in this section.

The following offices are prohibited from being declared vacant: President, Past-President, President-Elect, Treasurer, Secretary, Membership/Circulation, Conservation, Special Projects, Editor of the Scissortail, Editor of the Bulletin, and Chairperson of the Oklahoma Birds Records Committee, and should vacancies exist, the President must exercise the appointive privilege as provided under Article IV, Section 9.

Section 4. To provide for the duties of any office declared vacant, the following shall hold. If the position of Business Manager and/or Awards is declared vacant the duties of either office or both shall be assumed by the Past-President. If the position of Archives Chairperson is declared vacant, the duties of the office shall be assumed by the Special Projects Chairperson. If the position of Activities Chairperson is declared vacant, the duties of the office shall be assumed by the Conservation Chairperson.

Section 5. For purposes of a quorum the following shall hold. If one office is declared vacant, a quorum shall consist of 7 members. If two or three offices are declared vacant, a quorum shall consist of 6 members. If four offices are declared vacant, a quorum shall consist of 5 members.

For purposes of a super majority vote, "two-thirds vote" is interpreted as at least two-thirds of the voting members of the quorum. Abstentions shall be considered a "nay" vote.

Section 6. The President is required to either provide a nominee for a position or declare the position vacant within two subsequent meetings of the Executive Board after a vacancy occurs.