

As amended at the Chapter meeting of February 17, 2021
As amended at the Chapter meeting of September 18, 2019
As originally approved at the Chapter meeting of January 13, 2011
Amending the Bylaws as approved at the Chapter meeting of May 21, 2003

CONSTITUTION OF THE MONTGOMERY BIRD CLUB, A CHAPTER OF THE
MARYLAND ORNITHOLOGICAL SOCIETY INC.

ARTICLE I -- NAME

Sec. 1 The name of this Chapter shall be Montgomery Bird Club, A Chapter of the Maryland Ornithological Society, Inc.

ARTICLE II -- PURPOSE

Sec. 1 The purpose of the Montgomery Bird Club is to function as a local chapter of the Maryland Ornithological Society, Inc., in the furtherance of educational, scientific, and charitable pursuits relating to birdlife in Maryland, as set forth in the Society's Articles of Incorporation and Bylaws. All purposes and objectives shall conform to the provisions of Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Code).

Sec. 2 No part of the net earnings of the Montgomery Bird Club shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on the behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or by corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Sec. 3 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 of Montgomery County, for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III -- CHAPTER MEMBERSHIP AND DUES

Sec. 1 Membership in the Montgomery Bird Club shall be open to any person in sympathy with its purposes, upon payment of the dues applicable to the class of membership selected.

Sec. 2 The classes of membership shall be as follows: Individual, Household, Sustaining, Life, and Junior. Dues and definitions shall be set forth in the Chapter's Manual of Operations, hereinafter referred to as the Manual.

Sec. 3 Each member shall be entitled to one vote at meetings, shall receive Society and Chapter publications, and may serve on committees.

Sec. 4 The membership year shall begin on September 1. Members whose dues are not paid by February 1 shall be dropped from membership, but may be reinstated upon payment of dues for the current year. Dues for new members who join after February 1 shall be one-half of the annual rate.

Sec. 5 Dues for any class of membership may be changed at any time upon recommendation of the Council, as defined in Article VIII, and approval by a two-thirds vote of the members present at a regularly scheduled meeting of the Chapter, provided that notice of the impending vote is published in the Chapter newsletter at least one month in advance of the meeting.

ARTICLE IV -- OFFICERS

Sec. 1 The Officers of the Chapter shall be a President, a Vice President, a Secretary, and a Treasurer. Officers shall be elected by a majority vote at the Annual Meeting in accordance with the procedures in Article V, Section 2. Officers shall assume their duties immediately upon election and shall hold office for a term of one year or until their successors are chosen, or unless they are removed from office as provided in Sec. 3.

Sec. 2 The Officers of the Chapter shall perform the usual duties of their respective offices as outlined in the Manual, and such other duties as may be assigned by the Council.

Sec. 3 Any Officer of the Chapter may be removed from office by a three-fourths vote of the Council. It is necessary to show cause for such removal from office.

ARTICLE V -- ELECTION OF OFFICERS

Sec. 1 A Nominating Committee of at least three members shall be chosen by the Council and their names announced to the membership at least two months prior to the Annual Meeting. The Nominating Committee shall present the names of candidates for offices at the Chapter meeting that precedes the Annual Meeting, as provided in Article VI, Section 2, of the Manual. Additional nominations may be made by any Chapter member at this meeting, and with such nominations, if any, the nominations shall be closed. No nomination may be made without the prior consent of the nominee.

Sec. 2 Election at the Annual Meeting may be by voice vote if only one candidate is nominated for an office. If more than one candidate is nominated for an office, the vote shall be taken by ballot. If the Annual Meeting is held using virtual means as provided in Article X, Section 5, rather than in person, the vote may be taken by show of raised hands or other similar means. If more than one candidate is nominated for an office, a vote by electronic ballot shall be held between the meeting at which the nominations are made and the Annual Meeting with only the ballots returned to the Secretary by 7 days before the Annual Meeting being counted. The Secretary shall announce the results of the electronic vote at the Annual Meeting.

Sec. 3 Eligibility to vote at the Annual Meeting shall be limited to active members as determined by the Membership Chairman.

ARTICLE VI -- ELECTION OF DIRECTORS OF THE MARYLAND ORNITHOLOGICAL SOCIETY, INC.

Sec. 1 The Chapter President shall be a Director of the Maryland Ornithological Society, Inc.

Sec. 2 The Nominating Committee of the Chapter described in Article V shall present names of candidates to fill one or more additional Directorships of the Maryland Ornithological Society, Inc., which the Chapter is entitled to under the Bylaws of the Society. Concurrently with their annual term on the Board of Directors of the Maryland Ornithological Society, Inc., these Directors shall also serve as members of the Chapter Council, with full voting privileges.

Sec. 3 These State Directors in addition to the Chapter President shall be nominated and elected at the same time and in the same manner as the Officers of the Chapter.

ARTICLE VII -- ELECTION OF CHAPTER DIRECTORS

Sec. 1 The Chapter shall have four Chapter Directors, each serving for a two-year term, staggered such that two Chapter Directors are elected each year. Chapter Directors serve as members of the Chapter Council with full voting privileges.

Sec. 2. The Nominating Committee of the Chapter described in Article V shall present names of candidates to fill Chapter Directorships at the same time as it presents names of candidates for Officers and State Directors. Chapter Directors shall be elected at the Annual Meeting, at the same time and in the same manner as Officers and State Directors.

ARTICLE VIII -- COUNCIL

Sec. 1 The Officers of the Chapter, together with the four duly elected Chapter Directors, the one or more Directors of the Maryland Ornithological Society, Inc. and the immediate past President of the Chapter shall constitute the Council.

Sec. 2 The Council, subject to the Articles of Incorporation and the Bylaws of the Maryland Ornithological Society, Inc., and in accordance with this Constitution, shall have general supervision and control of the affairs of the Chapter.

Sec. 3 The Council shall meet upon the call of the President or of three or more members of the Council. Fifty percent of the Council members shall constitute a quorum.

Sec. 4 Any member of the Council who has missed three consecutive Council meetings may be removed from office by a majority vote of the remaining membership of the Council.

Sec. 5 Any vacancy occurring on the Chapter Council shall be filled in the following manner:

(a) The President: the Vice President shall automatically assume the office of the President;

(b) Any other vacancy on the Chapter Council shall be filled by a special election at the next regular meeting of the Chapter. The Nominating Committee described in Article V shall present nominations for such vacancies, and additional nominations may be made by any Chapter member at the meeting. Voting shall be in accordance with the procedures in Article V, Section 2.

ARTICLE IX -- COMMITTEES

Sec. 1 Unless a committee chairman is also a Council member, (s)he shall attend meetings of the Council only when requested by the President to do so. (S)he may enter into Council discussions at the invitation of the President, but may not vote on any matter.

Sec. 2 Standing Committees include those listed in Article VI of the Chapter's Manual of Operations. Chairmen of these committees, with the exception of the Nominating Committee, are appointed by the President subject to approval by the Chapter Council.

The Nominating Committee is chosen as specified in Article V, Sec. 1, of this Constitution.

Sec. 3 Ad hoc committees may be appointed at any time by the President or by a majority vote of the members of the Chapter Council.

Sec. 4 Duties of the Standing Committees are described in Article VI of the Manual.

ARTICLE X -- MEETINGS OF THE CHAPTER

Sec. 1 There will be regular meetings of the Chapter, the time and place of which shall be decided by the Council. The Council shall decide the time and place of the Annual Meeting and shall inform the membership at least two months in advance of the meeting.

Sec. 2 Special business meetings of the Chapter shall be called by the President as authorized or directed by the Council, or upon request therefor by not less than twenty percent of the Chapter members.

Sec. 3 Notice of the time, place, and purpose of each special business meeting shall be given all Chapter members not less than ten days prior thereto. No business other than that so stated in the notice may be transacted at any special meeting.

Sec. 4 At all regular and special meetings of the Chapter members, twenty percent of the active members shall constitute a quorum.

Sec. 5 If special circumstances preclude holding any Chapter meeting in person, such as inclement weather or a public health or safety emergency, the Council may authorize holding the meeting by virtual means that are explained to the Chapter members in the notice of the meeting.

ARTICLE XI -- PARLIAMENTARY PROCEDURE

Sec. 1 At all meetings of the Chapter members and Council, in the absence of contrary provision in this Constitution, Roberts Rules of Order Revised shall govern proceedings.

ARTICLE XII -- ARTICLES OF INCORPORATION AND BYLAWS OF THE MARYLAND ORNITHOLOGICAL SOCIETY, INC.

Sec. 1 This Constitution shall be construed and applied, and all functions of the Chapter hereunder shall be conducted, in harmony with the provisions of the Articles of Incorporation and Bylaws of the Maryland Ornithological Society, Inc., as the same now exist or hereafter may be modified.

ARTICLE XIII -- AMENDMENTS

Sec. 1 This Constitution shall be reviewed biennially by the Council.

Sec. 2 This Constitution may be amended, in any manner not inconsistent with the Articles of Incorporation and Bylaws of the Maryland Ornithological Society, Inc., by two-thirds vote of the active members present at any regular or special Chapter meeting, of which due notice setting forth the amendment shall have been given to the members not less than ten days prior to the meeting.