

**CONSTITUTION AND BY-LAWS
OF THE
PATUXENT BIRD CLUB,
A CHAPTER OF THE
MARYLAND ORNITHOLOGICAL SOCIETY, INC.**

Adopted September 26, 1961

Revised October 23, 1962

Revised October 24, 1972

Revised October 25, 1983

Revised January 11, 2011

ARTICLE I - NAME

The name of this Chapter of the Maryland Ornithological Society, Inc. (hereinafter MOS) shall be the Patuxent Bird Club.

ARTICLE II - PURPOSE

Section 1. The objectives and purposes of the Patuxent Bird Club are to function as a local chapter of the MOS serving Prince George's County, in the furtherance of the objectives and purposes of that society as set forth in its Articles of Incorporation and By-Laws and to promote the knowledge, development, protection, and conservation of birds and their natural habitats in the state of Maryland and to further the objectives of the MOS as set forth in its Articles of Incorporation as most recently amended. It is organized exclusively for charitable, educational, and scientific purposes and 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).

Section 2. The Patuxent Bird Club is not organized, nor shall it be operated, for pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits, or net income of the Patuxent Bird Club are irrevocably dedicated to charitable purposes and no part of the property, assets, profits, or net income of the Patuxent Bird Club shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private shareholder or individual. In the event of dissolution of the Patuxent Bird Club, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Patuxent Bird Club, dispose of the remaining assets by donation to the MOS, or its successor, or if unwilling or unable to accept said donation, disposal of all the assets of the Patuxent Bird Club exclusively for the purpose of the Patuxent Bird Club in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall

determine. All funds not disposed of by the above procedure shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, said court shall determine, which are organized and operated for such purposes.

ARTICLE III - MEMBERSHIP AND DUES

Section 1. Membership in the Patuxent Bird Club shall be limited to members in good standing of the MOS. Classes of membership with respective dues (fiscal year September 1 - August 31) shall be as follows:

1. Honorary. No dues. Membership in this category shall be limited to persons who are Honorary Members of the MOS.
2. Patron. A minimum of \$1000, in not more than four annual installments. Each patron shall have the privilege of designating the use to which his contribution shall be put by the MOS. No further dues shall ever be required by the MOS. Lifetime membership in one Chapter is also included.
3. Life. Two hundred dollars, in not more than four annual installments. This contribution will be placed in the Sanctuary Fund. No further dues shall ever be required by the MOS. Lifetime membership in one Chapter is also included.
4. Annual Memberships. Dues of the Chapter are set by the Council and approved by a majority of the members present and voting at any regular or special Chapter meeting. Chapter dues are in addition to the MOS dues.
 - (a) Sustaining
 - (b) Individual
 - (c) Family - A couple jointly domiciled; each person is entitled to one vote.
 - (d) Student - A person 18 years of age or older who is a fulltime student.
 - (e) Junior - A person under 18 years of age.

Section 2. New members shall pay one-half annual dues if joining after March 1.

Section 3. Members whose dues remain unpaid on February 1 shall be dropped from the rolls.

ARTICLE IV OFFICERS

Section 1. The officers of the Chapter shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such additional officers as the Chapter may elect at its Annual Chapter meeting.

Section 2. The President shall preside at all Chapter and Council meetings and shall perform all other functions of that office. The President shall appoint, at any regular or special meeting, all regular or special committees authorized by the Council or the Chapter members, except as otherwise provided for in the By-Laws.

Section 3. In the absence of the President, the Vice-President shall perform the duties of the President.

Section 4. The Secretary shall be responsible for the official correspondence of the Chapter, shall keep accurate minutes of all Chapter and Council meetings, shall safely

keep all such records, and shall carefully record changes in the By-Laws as described in Article 12, Section 2. Within one week after election, the Secretary shall provide the MOS Executive Secretary with the names of the Chapter President and state Directors.

Section 5. The Treasurer shall maintain accurate membership rolls, shall collect dues from all Chapter members and deposit the amount designated as Chapter dues in a bank account in the name of the Chapter, and shall pay all Chapter bills and account for all Chapter monies as authorized and directed by the Council. The Treasurer shall also collect the MOS dues from the Chapter members and remit them monthly to the MOS Treasurer.

ARTICLE V - ELECTION OF OFFICERS

Section 1. A Nominating Committee of at least three members shall be appointed by the President, and their names shall be announced at the January meeting. This committee shall present names of candidates for offices at the May meeting. Members of the Nominating Committee are eligible for election to office in the Chapter. Additional nominations may be made from the floor only at the May meeting. No nomination shall be accepted without the prior consent of the nominee.

Section 2. If only one candidate is nominated for an office, election shall be by voiced majority vote of eligible members present. If more than one candidate is nominated for an office, election shall be by ballot by eligible members present.

Section 3. Chapter officers shall be elected at the Annual Chapter meeting in June and shall assume their duties on July 1. They shall hold office until June 30th of the following year, or until successors are chosen to fill vacancies.

ARTICLE VI - CHAPTER NOMINEES OF MOS

Section 1. The Chapter President will also serve as a Director of the MOS.

Section 2. Each Chapter shall elect a Director for each one hundred members or part thereof to serve with the Chapter President on the MOS Board of Directors.

Section 3. The Nominating Committee shall present names of candidates to fill the MOS Directorships. During their term on the MOS Board of Directors, these Directors shall also serve, with full voting privileges, on the Chapter Council.

Section 4. MOS Directors shall be nominated in the same manner and at the same time as Chapter officers.

ARTICLE VII - COUNCIL

Section 1. The Council shall consist of the current officers, Chapter Directors, the immediate Past President, and the Chapter's MOS Directors. Each Council member shall have one vote.

Section 2. The Council shall supervise and control the affairs of the Chapter in accordance with the MOS Articles of Incorporation and the MOS By-Laws and shall nominate candidates to fill

all Council vacancies. Any Council vacancy shall be filled by a special election at the next regular Chapter meeting. The Council shall serve as the nominating committee and announce the names of nominees. Nominations from the floor will also be accepted.

Section 3. A Chapter Director who has missed three consecutive Council meetings may be removed from office by a majority vote of the Council.

Section 4. The Chapter President shall call Council meetings at his/her discretion or when requested to do so by five or more Council members. Fifty percent of the members of the Council shall constitute a quorum.

Section 5. Three Chapter Directors shall be elected each year at the Annual Chapter meeting and shall serve for two years or until their successors are elected.

ARTICLE VIII - COMMITTEES

Section 1. The Standing Committees of the Chapter are: Program Committee, Conservation Committee, Field Trip Committee, Publicity Committee, Records Committee, Book Committee, and Historian. Special committees may be formed by the Chapter President as the need arises.

Section 2. The Chairpersons of each committee shall be appointed by the Chapter President.

Section 3. Chairpersons need not attend Council meetings unless requested to do so by the Chapter President.

Section 4. Chairpersons shall submit oral reports of committee affairs to the Chapter membership. A chairperson may enter into Council discussions when invited by the Chapter President to do so but may not vote on any matter.

ARTICLE IX - CHAPTER MEETINGS

Section 1. The Patuxent Bird Club shall meet regularly at times and places to be decided by the Council.

Section 2. Special business meetings of the Chapter shall be called by the Chapter President as the need arises, as directed by the Council, or upon request of at least twenty percent of the Chapter members.

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

Section 4. Ten percent of the Chapter members eligible to vote shall constitute a quorum at all regular and special meetings of the Chapter.

ARTICLE X - PARLIAMENTARY PROCEDURE

Robert's Rules of Order shall govern procedure at all meetings.

ARTICLE XI - ARTICLES OF INCORPORATION AND BY-LAWS OF MARYLAND ORNITHOLOGICAL SOCIETY, INC.

These By-Laws shall be construed and applied, and all functions of the Chapter shall be conducted, in harmony with the provisions of the Articles of Incorporation and By-Laws of the MOS as the same now exist or hereafter may be modified.

ARTICLE XII - AMENDMENTS

Section 1. These By-Laws may be amended, in any manner not inconsistent with the Articles of Incorporations and the By-Laws of the MOS, by two-thirds vote of the Chapter members present and eligible to vote at any regular or special Chapter meeting, provided due notice setting forth the amendment shall have been given to the members not less than ten days prior to the meeting.

Section 2. The Chapter Secretary shall accurately enter all amendments in the official Chapter records, and, in the proper location in the By-Laws, shall carefully note that a given Article and Section is modified by a certain amendment.

Section 3. Members may obtain copies of the By-Laws and amendments from the Chapter secretary.

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