

**Constitution
of
The Brooks Bird Club, Incorporated**

Article I
Name

The name of this organization shall be The Brooks Bird Club, Incorporated; a nonprofit organization incorporated under the laws of West Virginia, with headquarters in Wheeling, West Virginia, or another city in West Virginia designated by the Board of Trustees.

Article II
Objectives

The objectives of The Brooks Bird Club, Incorporated shall be:

1. To provide a social and educational association for persons interested in the study and enjoyment of flora and fauna;
2. To provide information on environmental issues and to encourage intelligent use and preservation of our natural resources;
3. To do studies with lasting scientific value such as avian population and biological diversity surveys;
4. To buy and own real and personal property;
5. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferable instruments;
6. To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise;
7. The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.
8. The Brooks Bird Club, Incorporated is organized exclusively for charitable, social, 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.

No part of the net earnings of the organization 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 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 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 for federal income tax under section 501(c)(3) of the Internal Revenue Code, or 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.

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 the Court of Common Pleas of 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.

Article III
Membership

The categories of membership of The Brooks Bird Club, Incorporated shall be defined by the bylaws of The Brooks Bird Club, Incorporated.

Article IV
The Board of Trustees

The Board of Trustees

1. Shall be the governing body of The Brooks Bird Club, Incorporated;
2. Shall consist of members in good standing in The Brooks Bird Club, Incorporated as defined by the bylaws of The Brooks Bird Club, Incorporated.

Article V
Officers

The membership of The Brooks Bird Club, Incorporated shall elect a President, President Elect, Vice President, Recording Secretary, and Treasurer, who shall serve as the elected officers of this Club.

Article VI
Committees

There shall be such standing committees as are provided by the bylaws of The Brooks Bird Club, Incorporated, and such ad hoc committees as the President shall from time to time determine. The Chairperson of said committees shall be appointed by, and serve at the will and pleasure of the President, subject to the provisions of the bylaws. All officers and the Administrator of The Brooks Bird Club, Incorporated shall be ex officio members of all committees, except the Nominating Committee and unless otherwise noted in the bylaws. A standing committee shall remain in effect until dissolved at a general membership meeting by a two-thirds majority of the quorum present. An ad hoc committee can be dissolved at the discretion of the President.

Article VII
Meetings

There shall be regular meetings of the general membership and Board of Trustees as provided in the bylaws of The Brooks Bird Club, Incorporated.

Article VIII
Dues

The dues for The Brooks Bird Club, Incorporated shall be provided for in the bylaws of The Brooks Bird Club, Incorporated.

Article IX
Amendments

The Constitution may be amended at any membership meeting by two thirds of the votes cast, provided that the membership has been notified of the purpose of the amendment at least one month prior to date of action, of the place and date that the meeting will take place, and that the amendment shall be placed on the agenda. The notification shall consist of a statement of the constitutional provision as it then exists and as it is proposed to be amended.

Article X
Rules

The then current revision or edition of Robert's Rules of Order shall govern proceedings. Robert's Rules of Order can be suspended by two-thirds majority vote.

Article XI
Exclusivity

The Brooks Bird Club, Incorporated is organized exclusively for charitable, social, 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.

Article XII
Disbursements

No part of the net earnings of The Brooks Bird Club, Incorporated shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that The Brooks Bird Club, Incorporated shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article XI hereof. No substantial part of the activities of The Brooks Bird Club, Incorporated shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and The Brooks Bird Club, Incorporated shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, The Brooks Bird Club, Incorporated shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article XIII
Dissolution Provision

Upon the dissolution of The Brooks Bird Club, Incorporated, The Brooks Bird Club, Incorporated shall, after paying or making provision for the payment of all the liabilities of The Brooks Bird Club, Incorporated, dispose of all the assets of The Brooks Bird Club, Incorporated exclusively for the purposes of The Brooks Bird Club, Incorporated in such a manner or to such organizations organized and operated as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as The Brooks Bird Club, Incorporated shall determine.

Article XIV
Club Chapters and Affiliates

Brooks Bird club, Incorporated recognizes and encourages club chapters and affiliates. The existing chapters and affiliates shall continue as previously formed and functioning at the time of the adoption of the bylaw. Prospective allied groups shall be incorporated according to terms developed by a committee of representatives of Brooks Bird Club, Incorporated and the petitioning group. These terms will state how the petitioning club subscribes to the mission statement of Brooks Bird Club, Incorporated and what quota of its members shall also be members of this club.

Bylaws of The Brooks Bird Club, Incorporated

Article I Membership

1. The general membership of The Brooks Bird Club, Incorporated shall be divided into the following classes:
 - a. Individual Member,
 - b. Family Member,
 - c. Sustaining Member,
 - d. Life Member,
 - e. Student Member,
 - f. Honorary Member,
 - g. Family Life Member,
 - h. Courtesy Member, and
 - i. Institutional Member.
2. Applications for membership shall be made through the Membership Secretary.
3. Upon unanimous recommendation of the Board of Trustees, The Brooks Bird Club, Incorporated may confer Honorary Membership by a vote of three-fourths of those attending a general membership meeting.
4. All members in good standing except Courtesy and Institutional members shall be entitled to vote.
5. All activities and annual dues of The Brooks Bird Club, Incorporated shall begin with the calendar year. Any member in arrears for dues may be dropped from the roll.

Article II Board of Trustees

1. The seventeen members of the Board of Trustees shall include the Immediate Past President, all elected officers of the club as defined by Article V of the Constitution, two advisors and nine additional members elected from the general membership.
2. Three of these nine elected members from the general membership shall be elected each year to serve for a term of three years.
3. All members of the Board of Trustees shall have a vote regarding the transaction of business.
4. Eleven members of the Board of Trustees shall constitute a quorum for the transaction of business.
5. The presiding officer at all Board of Trustees meetings shall be the President. In the absence of the President, the President Elect shall serve, and in the absence of both the President and President Elect, the Vice President shall serve.

Article III Duties of the Board of Trustees

The Board of Trustees:

1. Shall have the power to make appointments to fill any vacancies in the staff or officers until the next election. It is understood, however, that in the event of a vacancy in the office of President, the President Elect shall assume the duties of President. Also, it is understood that in the event of a vacancy in the office of President Elect, the Vice President shall assume the duties of President Elect;
2. Shall have the power to create standing committees with the approval by majority vote of those in attendance at a general membership meeting;
3. Shall make recommendations for any changes in the bylaws of The Brooks Bird Club, Incorporated and refer them to the general membership for approval;
4. Shall set policy; any new policies shall be presented at the next general membership meeting;
5. Shall have the responsibility of overseeing all property, securities, endowment funds, investments, or other assets of The Brooks Bird Club, Incorporated;
6. Shall hold at least three meetings a year;
7. Shall appoint Foray Directors;
8. Shall nominate two advisors to be elected by the membership;
9. Shall appoint an administrator and
10. Shall set the date and place of general membership meetings.
11. The President or five members of the Board of Trustees may call a meeting of the Board of Trustees.

Article IV
Amendments

The bylaws may be amended at any general membership meeting by majority vote, provided that the membership has been notified of the purpose of the amendment at least one month prior to date of action, the activity when and where the meeting will take place, and that the amendment shall be placed on the agenda. Such notification shall consist of a statement of the bylaws provision as it then exists and as it is proposed to be amended.

Article V
Membership Meetings

1. Twenty-five voting members of The Brooks Bird Club, Incorporated shall constitute a quorum for the transaction of business.
2. Notice of all general membership meetings of The Brooks Bird Club, Incorporated, shall be sent to members at least thirty days in advance of the meeting.
3. There shall be at least two general membership meetings each year, one meeting during the first quarter and the Annual Membership Meeting during the fourth quarter.

Article VI
Dues

The Board of Trustees shall set annual dues of membership categories, subject to approval by the members at the Annual Meeting of the general membership.

Article VII
Elections

1. The Nominating Committee shall present a slate of officers and new Board of Trustees members to the Board of Trustees and then to the Annual Membership Meeting for approval.
2. Nominations may be made from the floor by any member in good standing of The Brooks Bird Club, Incorporated.
3. Election shall be by majority vote of those attending.

Article VIII
Officers

1. All officers shall be elected at the Annual Membership Meeting for a term of one year. The President, President Elect, and Vice President may be reelected so as to serve for two consecutive years, and after a lapse of one year, officers may be eligible for reelection. The Recording Secretary and Treasurer may be reelected for as long as they fulfill the duties of their respective offices. All terms of office shall begin on January 1 to coincide with the Club year.
2. Members are eligible to hold office after membership of three years in The Brooks Bird Club, Incorporated.

Article IX
Duties of Officers

The Office of President

The President

1. Shall preside over all meetings of The Brooks Bird Club, Incorporated;
2. Shall be a member of the Executive and Budget Committees;
3. Shall call meetings of The Brooks Bird Club, Incorporated as needed;
4. Shall appoint the following with approval by the Board of Trustees:
 - a. The Membership Secretary, Publicity Chairperson, Redstart Editor and Mailbag Editor;

- b. Members of the Foray Committee in consultation with the President Elect;
 - c. Committee chairpersons; and
 - d. Nominating Committee at the first general membership meeting of the year; and
1. May appoint a Corresponding Secretary.

The Office of President Elect

The President Elect

1. Shall assume the duties of the President in the event the office of President becomes vacant, or the President becomes incapacitated;
2. Shall be a member of the Executive and Budget committees, and Chairperson of the Foray Committee;
3. Shall oversee and/or coordinate the activities of those Committees assigned by the President; and
4. Shall be prepared to give a Foray report at official club meetings as requested by the President.

Office of Vice President

The Vice President

1. Shall assume the office of President Elect, in the event that the office of President Elect becomes vacant. The Board of Trustees shall then appoint a member in good standing of The Brooks Bird Club, Incorporated to fill the unexpired term of the Vice President;
2. Shall be a member of the Executive Committee and Chairperson of the Budget Committee;
3. Shall oversee and coordinate the activities of those committees assigned by the President;
4. As Chairperson of the Budget Committee, shall:
 - a. Develop a budget for the coming year in consultation with the Executive committee;
 - b. Present the budget to the Board of Trustees at their fourth quarter meeting for approval;
 - c. Present the approved Budget to the general membership at the first official meeting of the Club following the fourth quarter meeting of the Board of Trustees;
 - d. Monitor expenditures and alert the Board of Trustees to variance with the Budget; and
1. Shall appoint a member in good standing from the general membership to serve as chairperson of the Audit Committee, (see Article XI, Audit Committee of the bylaws).

Office of Recording Secretary

The Recording Secretary

1. Shall record the minutes of all Board of Trustees and general membership meetings of The Brooks Bird Club, Incorporated;
2. Shall read the minutes of previous meetings as requested by the presiding officer at any official meeting;
3. Shall prepare copies of the minutes and send them to all members of the Board of Trustees, following all official meetings; and
4. Shall answer any correspondence as requested by the membership or President.

Office of Treasurer

The Treasurer

1. Shall be a member of the Executive and Budget committees;
2. Shall be the custodian of all monies received by The Brooks Bird Club, Incorporated;
3. Shall secure prior approval of all non-budgeted disbursements from the Executive Committee;
4. Shall make all disbursements;
5. Shall present a report at all Board of Trustees meetings and at the Annual Membership meeting;
6. Shall hold the key to the safety deposit box at the financial institution that is selected by the Board of Trustees; and
7. Shall be bonded by The Brooks Bird Club, Incorporated and the cost of bonding be paid out of the treasury of The Brooks Bird Club, Incorporated.

Article X
Other Positions

Administrator

The Administrator shall supervise all activities of The Brooks Bird Club, Incorporated as specified by the Board of Trustees or by the Membership as reflected in the budget and all routine business that does not require specific authorization by the Board of Trustees.

Advisors

The Advisors

1. Shall be elected at the Annual Membership Meeting for a term of one year;
2. May be reelected for as long as they fulfill their duties; and
3. Shall advise the President and The Board of Trustees on all matters regarding his or her long-term experience in the history and functions of The Brooks Bird Club, Incorporated so as to bring tradition and perspective to the decision making process.

Membership Secretary

The Membership Secretary

1. Shall process all membership applications;
2. Shall maintain a list of all members and provide labels for all mailings; and
3. Shall give a membership report at the first quarter membership meeting.

Corresponding Secretary

Shall answer any correspondence as requested by the membership or President.

Publicity Chairperson

The Publicity Chairperson shall promote and publicize The Brooks Bird Club, Incorporated (see Handbook of the Brooks Bird Club, Incorporated).

The Redstart Editor

The Redstart Editor

1. Shall oversee the publication of The Redstart (see Handbook of The Brooks Bird Club, Incorporated); and
2. Shall appoint and supervise an advisory editorial board.

Mail Bag Editor

The Mail Bag Editor shall oversee the publication of the Mail Bag (see Handbook of The Brooks Bird Club, Incorporated).

Article XI
Committees

Executive Committee

1. The Executive Committee shall be composed of the Immediate Past President, President, President Elect, Vice President, and Treasurer.
2. The Executive Committee
 - a. Shall have the authority to make decisions concerning the welfare of The Brooks Bird Club, Incorporated when scheduling a Board of Trustees meeting is not possible.

- b. All decisions, including non-budgeted disbursements, made by the Executive Committee shall be presented at the next Board of Trustees meeting.

Nominating Committee

The Nominating Committee shall offer nominations of officers, staff and other positions to serve The Brooks Bird Club, Incorporated during the ensuing year. (See the Handbook)

Budget Committee

1. The Budget Committee shall be composed of the President, President Elect, Treasurer, Administrator, and the Vice President, who shall be the Chairperson of the Budget Committee.
2. The Budget Committee
 - a. Shall plan the activities of The Brooks Bird Club, Incorporated and present them to the Board of Trustees for suggestions and approval;
 - b. Shall prepare a budget for the coming year; and
 - c. Shall present the budget at the fourth quarter meeting of the Board of Trustees for advice and approval.

Audit Committee

1. The Audit Committee shall be composed of three members in good standing in The Brooks Bird Club, Incorporated who are not members of the Board of Trustees.
2. The Vice President shall appoint one member from the general membership to serve as chairperson of the Audit committee.
3. The chairperson shall seek two volunteers from the general membership to serve on the Audit Committee.
4. The Audit Committee
 - a. Shall annually audit the books of The Brooks Bird Club, Incorporated; and
 - b. Shall report the audit of the Committee at the first general membership meeting of the year.
1. The Board of Trustees may employ an outside auditor and the fee shall be paid from the treasury of The Brooks Bird Club, Incorporated.

Foray Committee

The Foray Committee shall oversee all aspects of the yearly Foray so that it successfully meets the purposes of The Brooks Bird Club, Incorporated (See Handbook).

Article XII Publications

The official publications of The Brooks Bird Club, Incorporated shall be:

1. The Redstart for reporting the scientifically oriented activities and materials of the club.
2. The Mail Bag for membership informational materials.
3. Other publications that the Board of Trustees approves.

Article XIII Club Functions

1. The official club functions of The Brooks Bird Club, Incorporated will be those activities that are sanctioned at the fourth quarter Board of Trustees meeting. All money taken in from these functions, or any losses that occur, shall be done through the treasury of The Brooks Bird Club, Incorporated.
2. Special club functions, those that are organized by a club member or an organization that The Brooks Bird Club, Incorporated, is not financially responsible for (such as national or international nature trips), are the fiscal responsibility of the organizers and the participants.

Article XIV
Club Chapters and Affiliates

Brooks Bird club, Incorporated recognizes and encourages club chapters and affiliates. The existing chapters and affiliates shall continue as previously formed and functioning at the time of the adoption of the bylaw. Prospective allied groups shall be incorporated according to terms developed by a committee of representatives of Brooks Bird Club, Incorporated and the petitioning group. These terms will state how the petitioning club subscribes to the mission statement of Brooks Bird Club, Incorporated and what quota of its members shall also be members of this club.