

BYLAWS
OF
UTAH ORNITHOLOGICAL SOCIETY

ARTICLE I - OBJECTIVES

The objectives of **UTAH ORNITHOLOGICAL SOCIETY** (hereinafter referred to as "UOS" or "the Society") shall be:

To advance the knowledge of birds and bird life in the State of Utah by encouraging observation, study, and reporting; by promoting cooperation between beginning and advanced birders, range scientists, field biologists, and amateur and professional ornithologists; by promoting local birding groups; and by publishing information and verified records of bird sightings in the State of Utah.

In furtherance of the stated objectives, the UOS shall:

Collect, analyze and publish records of the distribution and occurrence of bird species in the State of Utah;

Sponsor publications related to birds; and

Sponsor educational symposia.

ARTICLE II - MEMBERSHIP

Section 2.1. Classes of Membership. Membership in the Utah Ornithological Society is open to anyone with an interest in birds. Membership is available on a calendar year basis in the following membership categories: Active, Contributing, Supporting, Sustaining, Life, Family, and Honorary.

Section 2.2. Active Membership shall consist of those persons who pay the active membership fee and who desire to cooperate in the work of the Society and wish to receive its publications. They are entitled to participate in all the activities of the Society and hold office.

Section 2.3. Contributing, Supporting, and Sustaining Membership

shall consist of those persons who pay the respective membership fees. They shall all be accorded all the privileges and duties of Active Members.

Section 2.4. Life Membership shall consist of those persons who pay the life membership fee. They shall be accorded all the privileges and duties of Active Members. A Life Membership is not transferable.

Section 2.5. Family Membership shall consist of the head or heads of a family and their children under eighteen (18) years of age, who live at the same address. All members within a Family Membership are entitled to the privileges of active members except: they shall receive only one (1) copy of *Utah Birds* and only one (1) copy of notices of meetings or other information about the activities of the Society.

Section 2.6 Honorary Membership may be bestowed by the Board of Directors to any individual who has rendered outstanding contributions to the Utah Ornithological Society. The Board shall have discretion to determine the duration of Honorary membership.

Section 2.7. Dues. Dues shall be set by the Board of Directors. The anniversary date of every paid membership shall be January 1. New memberships shall begin with January of the calendar year in which application and payment is dated, except that a new member whose application and payment is dated during or subsequent to the annual meeting of that year shall become a member the following 1 January.

ARTICLE III - BOARD OF DIRECTORS

Section 3.1. Purpose of Board of Directors. The UOS shall be managed by a Board of Directors (hereinafter "the Board") for the purposes set forth herein and in the Articles of Incorporation. All members of the Board of Directors must be members of the UOS.

Section 3.2. Composition and Qualification of Board Members. The Board shall consist of the Officers of the UOS, e.g., the President, Vice President, Secretary, Treasurer, the Chairs of the Publication and Symposia Committees, the Representative of the Records Committee, and representatives selected by birding organizations or clubs in the State of Utah affiliated with the UOS. Representatives shall be selected by their respective organization and approved by the Board. Representatives of birding organizations shall not become a member of the Board until approved by existing Board members. Affiliated organizations presently include Bridgerland Audubon Society, Red Cliffs Audubon Society, Salt Lake Audubon Society, Salt Lake County Birders, Utah County Birders, and Wasatch Audubon Society. The Board shall have total discretion and final jurisdiction to recognize any other birding organization or club.

A Director may hold more than one position but shall have only one vote.

Section 3.3. Quorum. A majority of the Directors then serving constitutes a quorum for the transaction for business at Board meetings. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.4. Vacancies. Vacancies occurring because of the death, resignation, or termination of an Officer of the UOS or the Chair of the Publication or Symposia Committee shall be filled by the appointment of the Board. Vacancies occurring because of the death, resignation, or termination of the Chair of the Records Committee shall be filled according to the Bylaws of that Committee. Vacancies occurring because of the death, resignation, or termination of a representative from a Birding Organization or Club shall be filled by the Board's soliciting such replacement from the same or another birding organization or club.

Section 3.5. Power to Elect Officers. The Board shall elect a President, a Vice President, a Secretary, a Treasurer and/or such other officers as it from time to times deems necessary.

Section 3.6. Action by Unanimous Written Consent. If and when the Directors shall unanimously consent in writing to any action to be taken by the Society, such action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

Section 3.7. Action by Electronic Communications. Directors or committee members may take action by conference telephone, e-mail, or similar communication methods. Participation by a majority of the Directors then serving constitutes a quorum for the transaction for business at such meeting.

Section 3.8. Meetings. By resolution, the Board of Directors may determine the time and place, either within or outside the State of Utah, for the holding of regular annual meetings without other notice than such resolution. Notice of any other meeting shall be given in writing or electronically to each Director at

such Director's home or business address at least seven (7) days and no more than sixty (60) days prior to the date scheduled for such meeting.

Section 3.9. Notice. Notice of a director's meeting shall be delivered personally, by telephone, or by mail, by any form of electronic communications, or by any means of written communication, addressed to the director at the address of such director appearing on the books of the Corporation or given by the director to the Corporation for the purpose of notice. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Any oral notice given personally or by telephone shall be communicated directly to the director.

Section 3.10. Proxy. Voting may not be done by proxy.

Section 3.11. Compensation and Reimbursement. All Directors shall serve without compensation. Subject to approval by the Board, Directors may be reimbursed for expenses reasonably incurred by them in the performance of their duties.

ARTICLE IV - OFFICERS

Section 4.1. Offices and Qualifications. The Officers of the Society shall be President, Vice President, Secretary, and Treasurer, who shall be elected or appointed according to the provisions of Sections 3.4 and 3.5 herein.

Section 4.2. Term of Office. Each officer shall take office upon election and continue to serve until their successor is elected unless removed from office by death, resignation or termination under the provisions of Sections 6.1, and 6.2.

Section 4.3. Powers and Duties of Officers.

A. President. The President shall be the chief executive officer of the Society and Chairman of the Board. The President shall:

- (a) Preside at all meetings of the UOS and the Board;
- (b) Direct and administer all affairs of the UOS subject to the direction of the Board;
- (c) Review and approve all public statements issued on behalf of the Society;
- (d) Perform such other duties as normally pertain to this office or as specified by the Board or these Bylaws.

B. Vice President. The Vice President shall:

- (a) Preside at all meetings of the UOS and the Board if the President is absent or incapacitated;
- (b) Act as a liaison with institutions of higher learning, federal, state and local government agencies, and businesses in order to solicit information and cooperation to further the objectives of the Society;
- (c) Perform such other duties as normally pertain to this office and such other duties as may be assigned by the President or by the Board of Directors.

C. Secretary. The Secretary shall:

- (a) Keep the minutes of all the meetings of the Board of Directors in one or more books provided for that purpose;
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) Be custodian of the records of the Society;
- (d) Keep a register of the post office address, telephone number, and electronic communications address of each Director; and
- (e) Perform such other duties as normally pertain to this office and such other duties as may be assigned by the President or by the Board of Directors.

D. Treasurer. The Treasurer shall:

- (a) Safely keep all monies belonging to the Society and issue checks in payment of expenses incurred by the UOS upon authorization of the Board;
- (b) Prepare an itemized Treasurer's report to be presented at each Board meeting;
- (c) Prepare and file any tax returns required by law;
- (d) Prepare and file any other reports required by the law;
- (e) Maintain a current membership list of the UOS; and
- (f) Discharge such other duties as normally pertain to this office or such other duties as may be assigned by the President or by the Board of Directors. The Treasurer shall serve without bond.

ARTICLE V - COMMITTEES

Section 5.1. Establishment. The Board may establish Committees, including those herein specified, as well as any others that it may deem appropriate.

Section 5.2. Powers and Duties. The powers and duties of each Committee shall be prescribed by the Board and these Bylaws. Each Committee may adopt procedures for its own management not inconsistent with these Bylaws or with rules adopted by the Board. Committee actions shall be subject to approval by the Board.

Section 5.3. Publication, Records, and Symposia Committees.

A. Publication Committee. The Publication Committee shall publish a journal of articles of interest to the membership of the Society. The Committee may issue, from time to time, and at the discretion of the Board, any other publication deemed in advancement of the stated purposes of the UOS.

The Chair of the Publication Committee shall be appointed by the Board of Directors.

B. Records Committee. The Records Committee shall collect, review, assess, and publish data concerning the avifauna of the State of Utah in accord with its Bylaws.

The Representative of the Records Committee shall be elected pursuant to its Bylaws.

C. Symposia Committee. The Symposia Committee shall organize and host educational conferences and/or field trips. The Committee shall strive to include matters of interest to birders and scientists. The dates, time, and place of each symposium shall be set by the Committee and shall be presented to the Board not less than six months prior to the conference. The Symposia Committee may, from time to time, and at the discretion of the Board, organize and host other activities of interest to the membership. The Chair of the Symposia Committee shall be appointed by the Board of Directors.

ARTICLE VI - RESIGNATION AND TERMINATION

Section 6.1 Resignation. Any Member, Officer, Committee Chair, or Member of the Board of Directors may voluntarily terminate membership or term of service by submitting a resignation in writing to the Board.

Section 6.2. Termination. The Board of Directors shall have the power to terminate the membership of any Member or the term of any Officer, Committee Chair, or member of the Board of Directors by a vote of two-thirds of those present excluding the member whose membership or office is in question.

ARTICLE VII - FINANCES

The fiscal year shall be from January 1 to December 31.

ARTICLE VIII - INDEMNIFICATION

The Society may indemnify an individual made a party to a proceeding because the individual is or was a Director, Officer, employee, or agent of the Society against liability incurred in the proceeding if: (a) the individual's conduct was in good faith; (b) the individual reasonably believed that the individual's conduct was in, or not opposed to, the Society's best interests; and (c) in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the Director, Officer, employee, or agent of the Society did not meet the standard of conduct described in this section. The Society may not indemnify a Director, Officer, employee, or agent of the Society under this section: (i) in connection with a proceeding by or in the right of the Society in which the Director, Officer, employee, or agent of the Society was adjudged liable to the Society; or (ii) in connection with any other proceeding charging that the Director, Officer, employee, or agent of the Society derived an improper personal benefit, whether or not involving action in the individual's official capacity, in which proceeding the individual was adjudged liable on the basis that the individual derived an improper personal benefit. Indemnification permitted under this section in connection with a proceeding by or in the right of the Society is limited to reasonable expenses incurred in connection with the proceeding.

ARTICLE IX - AMENDMENT OF BYLAWS

These Bylaws may be amended at any Meeting of the Board of Directors by a two-thirds (2/3) vote of Directors then serving provided that notice of the proposed amendment(s) shall have been given at least thirty (30) days prior to the meeting where they are to be voted upon.

Secretary's Certificate

I hereby certify that I am the duly elected and acting Secretary of Utah Ornithological Society, a Utah non-profit corporation (the "Society"), and that the foregoing Bylaws, comprising five (5) pages, constitute the Bylaws of the Corporation as duly adopted as of the 22nd day of October, 2002, by the unanimous written consent of the Board of Directors of the Corporation; and amended as of this 9th day of May, 2008.

By: /s/ Pomera Fronce
Secretary