

**CONSTITUTION AND BYLAWS
OF
THE REDWOOD EMPIRE COMPANION BIRD CLUB**

ARTICLE I

1. *The name of the organization shall be REDWOOD EMPIRE COMPANION BIRD CLUB, (formerly Redwood Empire Cage Bird Club), RECBC, as amended as of September, 2015.*
2. *RECBC is a 501(C)-(7)-Non-Profit Educational Organization.*

ARTICLE II

MISSION

To join together people who share a common interest in the education of the proper care, diet, housing and socialization of non-native, companion, exotic birds.

OBJECTIVES:

1. To educate members and the general public.
2. To share possible dangers for birds in order for them to live a long, happy, and healthy life.
3. To support bird conservation.
4. To publish a monthly newsletter concerning activities and interests of the club.
5. To conform to the standards of the Internal Revenue Code, as it relates to a non-profit organization.

ARTICLE III

MEMBERSHIP AND DUES

Membership and Dues:

- Membership is open to any person interested in non-native, companion, and exotic birds.
- Membership classification is as follows per one calendar year (March 31st – April 1st):

1. Individual \$30
2. Household (2 or more members of the same household) \$35
3. Juniors (under 17 years of age) \$25
4. Seniors (60 years of age or older) \$25
5. Senior household \$30
6. The amount of dues may be amended when necessary by the Board Members.
 - No refund will be made.
 - Membership dues will expire one year from the month of payment.

Termination:

- Any member or non-member convicted of inhumane treatment, smuggling, stealing or any other illegal act against the aviculture community will be disqualified or expelled from membership and or advertising.
- Any member whose dues are unpaid for 60 days after the month their membership has expired will be terminated.

ARTICLE IV

BOARD MEMBERS

Section 1. Number of Board Members: The organization shall be managed by Board members consisting of 5-7 members.

Section 2. Election and Term of Office: The Board members shall be elected annually by the general membership at the March meeting, to be installed at the April meeting. The term of office for Board members is 2 years.

Section 3. Quorum: A majority of Board members shall constitute a quorum.

Section 4. Regular Meetings: The Board members shall meet after the election for the purpose of electing its new officers, appointing new committee chairpersons, and for transacting such other business as may be deemed appropriate. Board members will meet once a month prior to the general membership meeting.

Section 5. Special Meetings: Special meetings may be requested by the President, Vice President or Secretary, or any two Board members, by providing three day notice by email or telephone.

Section 6. Procedures: A vote of a majority of Board members must be present at a properly called meeting at which there is a quorum. The Board shall keep written minutes of its proceedings filed with the Secretary and President.

Section 7. Removal of Vacancies: Any vacancy that occurs on the Board, whether by death, resignation, removal or any other cause, may be filled by another Board member. The Board member elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 8. Committees: The Board members may appoint from its club membership a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

Section 9. Attendance: If a Board member is unable to attend a meeting, they may conference call to the meeting as an attendee. Board members who miss 3 consecutive meetings shall be subject to a review by the Board for dismissal.

ARTICLE V

OFFICERS AND DUTIES

Section 1. Number of Officers: The officers of the organization shall be a President, Vice President, Secretary and Treasurer. Officers are expected to attend all Board and member meetings. If they are unable to attend a meeting, conference calling is acceptable for Board meetings.

- **President**
 - A. Shall be the chief executive officer.
 - B. Shall represent the Club in matters pertinent to the Club.
 - C. Shall preside at all meetings of Board members, its Executive committees and monthly member meetings.
 - D. Shall appoint all committee chairpersons and non-elected positions, subject to confirmation by the Board members.
 - E. Shall be authorized, along with the Treasurer and one other member of the Board, to co-sign all checks. Two signatures shall be required.
 - F. Shall give notice of all Board member meetings.

- **Vice President**
 - A. Shall preside at meetings when the President is absent.
 - B. Shall assist the President as required.

- **Secretary**
 - A. Shall attend all meetings and record minutes.
 - B. Shall be responsible for the minutes being published in the monthly newsletter.
 - C. Shall preside at meetings in the absence of the President and Vice President.
 - D. Shall maintain minutes of the Board meetings.
 - E. Shall present minutes of previous meetings to the Board for approval.
 - F. Shall keep an accurate list of the members, and shall have the authority to certify any records, or copies of records, as the official records of the organization.
 - G. Shall conduct all social and business correspondence for the Club.

- **Treasurer**
 - A. Shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board members.
 - B. Shall be responsible for depositing all monies in the bank account held in the name of the club as approved by the Board.
 - C. Shall produce a financial report for the Board's approval to be published in the monthly newsletter.
 - D. The Treasurer, President and one other person will be signature holders.
 - E. Shall prepare, or have prepared, as approved by Board members, all necessary County, State and Federal reports, returns, and forms legally required.
 - F. Shall make reports of all finances as required, but no less often than at each Board meeting.
 - G. Shall monitor the receipts of raffles, silent auctions, donations or other fundraisers.

Section 2. Compensation for Board Service: Board members shall receive no compensation for carrying out their duties.

Section 3. Term of Office:

A) The officers shall be elected annually by Board members at the first meeting following the annual election meeting.

B) Each officer shall serve a one year term or until a successor has been elected.

Section 4. Election Procedures:

- A) No later than December of each year the Board President shall appoint a member in good standing to serve as Chairperson of the Nomination Committee for the election of Board members for ensuing the year.
- B) The President shall declare the nominations will open at the January meeting.
- C) The Nomination Committee shall submit candidate names to the membership, not later than the February meeting, when nominations will be closed for the new Board Candidates.
- D) The Chairperson shall prepare a ballot for distribution in the newsletter. This ballot shall list the names of the Nomination Committee, as well as those nominated at the regular meeting. Space should be included for write-in candidates.
- E) Ballots are to be returned to the Chairperson, either by mail or in person, no later than the March meeting, at which time they need to be tallied and results presented to the general membership. Ballots may be mailed to the PO Box and received no later than the Monday prior to the general membership meeting.
- F) Installation of New Officers shall take place at April's membership meeting.
- G) Upon termination of membership on the Board, all persons shall return Club property to the President.

Section 5. Removal or Vacancy: The Board members shall have the power to remove any officer or Board member with a majority vote. Any Board member who misses 3 consecutive meetings without prior notification will automatically be terminated from his/her position. If a Board member is unable to attend a meeting, they may conference call to the Board meeting.

ARTICLE VI

MEETING AND LOCATION TIME

- **Section 1: Monthly Meetings** shall be held the fourth Thursday of each month. If another meeting date is recommended to suit the needs of the members, approval by no less than two-thirds (2/3) vote of the Board members will decide the date change.
- **Section 2: Place of Meeting.** Meeting shall be held at the Animal Care Center, 6470 Redwood Drive, Rohnert Park, CA.

ARTICLE VII

DISSOLUTION/DISBANDING THE ORGANIZATION

- The organization may be Dissolved and or Disbanded only with authorization of its Board members given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of club members. In the event of

Dissolution and or Disbandment of the organization, the assets shall be applied and distributed as follows:

- Discussion must be on the agenda at three consecutive monthly meetings and then voted on by club members attending the meetings.
- All club assets will be turned over to a Bird Rescue decided by the majority vote of all members.
- All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made thereof. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise to charitable and educational organizations, organized under Section 501 (C)-3 or 7 of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the board members.

ARTICLE VIII

MISCELLANEOUS

1. **Items not covered by BYLAWS:**
 - A) Any item not covered by BYLAWS shall be dealt with by Board members.
2. **Amendments to BYLAWS:**
 - A) Any amendment to BYLAWS must first be approved by a majority of the Board and then submitted to the membership for approval.
3. **Rules of Order:**
 - A) The Roberts Rules of Order shall prevail where BYLAWS of the club do not.

ARTICLE IX

AMENDMENT TO BYLAWS

- The BYLAWS may be amended, altered, or repealed by the Board members as a majority/ quorum vote (four or more), at any regular or special meeting. The text of the proposed changes shall be distributed to all Board members at least 5 days prior to a meeting. Any ratification of the new BYLAWS will require a majority/quorum vote of the members present at the next general meeting.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated BYLAWS of Redwood Empire Companion Bird Club were approved by the Board Members on _____, 2015 and constituted a complete copy of these BYLAWS presented to members for approval.

President's signature

Date

Vice President's signature

Date

Secretary's signature

Date

Treasurer's signature

Date