

BYLAWS Of the Cayuga Bird Club, Inc. 159 Sapsucker Woods Road Ithaca, NY 14850
A Not-for-Profit Corporation

Article I.

Purposes

The purposes of this corporation are to further the study of birds, bird life, and bird lore, to foster, inculcate and disseminate knowledge and appreciation thereof, to preserve and protect birds and other wildlife and their environment, to encourage the establishment and maintenance of sanctuaries and protected areas for birds and other wildlife, and to educate the public in the need of conserving natural areas and resources.

To achieve these objects, the corporation shall be empowered to conduct educational programs, publish and distribute documents and other printed matter, hold and sponsor meetings and lectures and exhibitions, and cooperate with governmental agencies and other education and charitable organizations with similar objectives.

Article II.

Office

The office of the corporation in the State of New York shall be located in the town of Ithaca, County of Tompkins.

Article III.

Members

Section 1. Regular members shall be persons who have an interest in the purposes of the Club, who pay annual dues, and who are entitled to vote at meetings.

Section 2. Lifetime memberships, including voting rights, will be extended to individuals or families with 30 years of regular membership in recognition of their longstanding support of the club mission.

Section 3. Honorary memberships may be extended to persons involved in ornithology; but they are not entitled to vote. A majority vote at a regular meeting is required to approve honorary memberships.

Section 4. Memberships may be terminated for cause, and any such terminations shall be proposed at a regular meeting and approved by 2/3rd of the members present at the next regular meeting at which there is a quorum.

Section 5. The treasurer or membership committee chairperson will co-ordinate and process all new membership activity and suspensions.

Article IV.

Meetings

Section 1. An annual meeting will be held in October each year.

Section 2. Monthly meetings will be held, except during the summer months, as convenient.

Section 3. Meetings will be held at an hour convenient to incumbent Officers as close to 7:30 as practical. The Directors may approve holding a meeting elsewhere when convenient for the purposes of the Club. All meetings are open to the general public.

Section 4. All members will be informed of meetings beforehand through suitable means such as newsletters and/or email or social media.

Section 5. A quorum at a regular meeting will be determined by the sum of (a) the number of elected Directors and Officers present plus (b) an equal number of regular and life members present, but a minimum will be 6 persons. A quorum will not be destroyed by the departure of any of these persons prior to the close of the meeting.

Article V.

Dues

Section 1. All regular members will pay annual dues established by the Directors, the President and the Treasurer in advance of the fiscal year end. Dues are payable as of the annual meeting. New members joining after the middle of the year will pay full dues, and their renewal will be payable at the second following annual meeting.

Section 2. Life members and honorary members will not pay dues.

Section 3. Dues unpaid by the end of December will result in automatic suspension of voting privilege and may include discontinuation of communications. Reinstatements after payment of dues within a year will be automatic. Reinstatements after a year will be treated as new members.

Section 4. Dues of any members may be waived when consistent with circumstances approved by a majority vote at a regular meeting.

Article VI.

Election of Directors and Officers

Section 1. Directors will be three regular or life members of the club. Officers will be regular or life members; and officers will be a President, Vice-president, Treasurer, Recording Secretary and Corresponding Secretary. A slate of nominees will be presented at the September meeting. The election will be held during the October annual meeting. This slate will not preclude nominations from the floor at the annual meeting.

Section 2. Any subsequent vacancy will be filled by appointment by the Directors, except that the Vice-president will automatically become President should the President's office become vacant.

Section 3. Should an unavoidable absence of a candidate for office occur at an annual meeting, there will be an assurance given by another Director or Officer present of the acceptance of the office by such absent candidate.

Section 4. At the annual meeting (for 1984), one Director will be elected for 1 year, one Director will be elected for 2 years, and one Director will be elected for 3 years unless for a lesser period to fill a Director's vacancy. After that time, Directors shall serve for 3 years, with a new director elected each year at the term expiration for a previous director.

Section 5. A sitting President in the second of two consecutive terms may not be re-elected for a third consecutive term. After one year, during which time the person may be elected or appointed to other club offices, the person will once again be eligible to serve as President.

Section 6. Officers shall be elected to serve for a term of one year. With the exception of President, officers will not have term limits.

Article VII.

Duties and responsibilities

Section 1. Directors: The Directors will act as an executive and advisory committee to the President and other Officers. Any two Directors, or any one Director plus the President, may authorize action on behalf of the Club whenever it is necessary to act before the next regular meeting is convened. Executive Committee meetings will be held at least annually. Members of the Executive Committee shall include officers and directors and may also include committee chairpersons. Meetings of the Executive Committee shall have their minutes recorded by one of the persons in attendance. Prior to each meeting, the written minutes from the previous meeting will be submitted to Executive Committee members for review.

Section 2. President: The President shall be the chief executive officer and shall preside at all meetings. The President shall appoint all committees and shall be an ex officio member thereof. The President shall also appoint all Club representatives and delegates to professional conferences and meetings. The President shall make a verbal report of the past year's activities at the annual meeting. The incoming President will suggest a brief program for the ensuing year. The name of the incumbent President will be recorded as an alternate signature to operate all accounts maintained by the Treasurer.

Section 3. Vice-president: The Vice-president shall assist the President in the performance of the President's duties, and shall assume the duties and exercise the powers of the President if the President is unable to act for any cause. If the President's office becomes vacant, the Vice-president will become acting President, and the Directors will appoint an acting Vice-president to fill the vacancy.

Section 4. Treasurer: The Treasurer shall have charge of all funds of the Club. The Treasurer shall receive the membership dues and other funds generated by the Club's activities. The Treasurer shall use bank accounts, savings accounts, and certificates of deposit issued by banks to maintain the Club's funds, and shall pay such bills as authorized by a majority vote at a regular meeting. The regular expenses incurred by routine club business as specified by the budget shall be paid without vote of the membership.

The Treasurer, in coordination with the President, will prepare an annual budget. The budget will provide an estimate of annual revenues from all sources as well as all project and operating expenses anticipated during the next fiscal year. The budget will be reviewed by the Executive Committee and presented with recommendations to the membership at the September meeting. The membership will vote to approve or disapprove the budget at the October annual meeting.

The Treasurer shall keep a record of accounts and shall prepare as of September an annual statement for the fiscal year which shall be available to the members of the Club. Should there be projects in progress for which funds are being generated, the Treasurer will include the status thereof in the annual reports. The Treasurer shall also prepare such reports as are required by the Internal Revenue Service.

The Treasurer shall keep a record of the current membership, and of the past members who are no longer current members. Upon request of the person preparing the newsletter or other mailing, the Treasurer shall provide a list of the current members and their addresses. The Treasurer will send acknowledgment letters to donors for tax purposes.

The Club will not directly employ anyone for any purpose, but may arrange with suitable agencies for staff temporarily necessary to cope with a project consistent with the purposes outlined in Article 1.

Section 5. Recording Secretary: The Recording Secretary shall keep a record of the proceedings and activities of the Club.

Corresponding Secretary: The Corresponding Secretary shall handle all correspondence for the club, introductory and thank-you notes to speakers, and announcements to the membership. Additionally, if the Recording Secretary is unable to attend meetings, the Corresponding Secretary shall act as Recording Secretary pro tempore.

Section 6. Officers (elected or appointed) will serve until the next annual meeting or until their successors are elected or appointed.

Article VIII.

Committees

Section 1. The President will appoint Chairpersons as soon as possible after accepting office at the annual meeting for the following committees: Membership, Program, Field Trips, Publicity, Newsletter, Website, Historical, Nominating, Christmas Count (2, Co-chairperson for field activities and Co-chairperson for dinner arrangements), Conservation Action and others as required.

Section 2. While the President may appoint other members to work with the Chairperson specified, the Chairperson may in turn add members to the committee as convenient to achieve the results desired for the benefit of the Club.

Section 3. Chairpersons and members will serve until the next annual meeting.

Article IX.

Amendments

Section 1. These Bylaws may be amended by a written amendment presented at a regular meeting, published in a notice to all members for the following regular meeting, and then voted upon favorably by a simple majority of the members then present if there is a quorum. These Bylaws supersede all previous Bylaws of the Club.

Article X

Conflict of Interest

Section 1. Whenever a director or officer has a financial or personal interest in any matter coming before the Executive Committee, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members of the Executive Committee determine that it is in the best interest of the Cayuga Bird Club to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 2. A Conflict of Interest Policy, endorsed by the Cayuga Bird Club Membership, will assist in understanding CBC's policies and practices relating to business transaction, to clarify principles that must guide its conduct and to provide the process to follow in resolving ethical and legal questions that may arise. The purpose of the Conflict of Interest Policy is to protect CBC's interest if it contemplates entering into a transaction or arrangement that might benefit the private interest of any officer, director or member.

Section 3. Officers and Directors of the Cayuga Bird Club will be given the conflict of interest policy annually and asked to confirm their understanding of the policy and to reveal any potential financial interests that may conflict with those of the Cayuga Bird Club. The Conflict of Interest Policy is presented as Attachment 1 and Annual Conflict of Interest Disclosure Statement as Attachment 2 in these bylaws.

Article XI.

Miscellaneous

Section 1. No Officer, Director, or member of the corporation may receive any pecuniary profit from its operations or upon its dissolution, except compensation for expenses incurred for services rendered in effecting one or more of its purposes.

Section 2. The corporation shall at no time carry on any 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 of 1954 (or corresponding provisions of any subsequent law) or (b) by an organization, contributions to which are deductible under Sections 170 (c) (2) , 2055 (a) or 2522 (a) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent law).

Section 3. The duration of the Club is perpetual but should it dissolve all assets and funds remaining after settlement of liabilities will be donated to the Cornell Laboratory of Ornithology, Ithaca, N.Y.

Committee: Hal Haglund, Chair Synnova Gooding, Legal David Gooding Sam Weeks Linda Mallett Roger Farrell Dorothy McIlroy
October 7, 1984

This will certify the following:

That these Bylaws were approved by the Directors present at the annual meeting on October 11, 1984 as follows:

Roger H. Farrell Carol Felton-Schmitt Elizabeth Martinec Donald J. Burgess David C. Gooding Harold E. Haglund Sam Weeks Peter Milburn

That subsequently the club membership present expressed their vote of agreement to these amended Bylaws.

Chairman, Amendment Committee

October 12, 1984

Article VI, Section 5 is an amendment to the Bylaws added in October 1996.

Article III, Section 2 is an amendment to the Bylaws revised in March 2006 and again in October 2012.

Article VII, Section 5 is an amendment to the Bylaws revised in October, 2012.

In May 2014 changes were made to the following sections: III.2, III.4, III.5, IV.3, V.1, V.3, VI.1, VII.4, VII.5, IX.1.

Article X and Attachments 1 and 2 are amendments to the Bylaws, revised in October 2018. The previous Article X was renamed Article XI. In October 2018, changes were also made to the following sections: V.1, V.3, VI.4, VI.6, VII.1, VII.4, VIII.1

Attachment 1.

Conflict of Interest Policy

Section 1. Purpose. We believe the trust and confidence of our members, other supporters, and those with whom we interact depend on our continuing to maintain the highest standards of ethical and lawful conduct. All individuals involved with the mission of the Cayuga Bird Club must comport themselves so that there is not even the appearance of any conflict between personal interests and those of the Cayuga Bird Club.

This Conflict of Interest Policy is intended to assist in understanding our policies and practices relating to business transactions, to clarify principles that must guide its conduct, and to provide guidance in resolving ethical and legal questions that might arise. This Policy is intended to supplement, but not replace, any applicable New York State or federal laws governing conflicts of interest applicable to nonprofit organizations.

Section 2. Duty of Loyalty and General Requirements.

Section 2.1. The Law. Conflict-of-interest statutes are contained in the New York Notfor-Profit Corporation Law and focus primarily on the duty of loyalty of the Officers and Directors. This duty broadly commands the Officers and Directors and special committee members to be faithful to Cayuga Bird Club's best interests and to refrain from using their organizational position or knowledge to advance a personal agenda at Cayuga Bird Club's expense. The law does not require a prohibition of all conflicts of interests. Rather, the goal is to permit Cayuga Bird Club to manage conflicting interests successfully and to reach optimum decisions with knowledge of the conflicts. Accordingly, so long as transactions are disclosed to Board and the transactions are believed to be in the best interests of Cayuga Bird Club, they may lawfully be undertaken.

Section 2.2. Basis of Decisions. All institutional decisions are to be made solely to promote the best interests of Cayuga Bird Club without favor or preference based on personal considerations. Officers, Directors, or special committee members may not obtain for themselves, their relatives, their business associates, or their friends a material benefit of any kind from their association with Cayuga Bird Club or from the knowledge gained therefrom. The fairness of transactions involving potential conflicting interests is to be analyzed by comparing them with similar transactions negotiated by parties dealing at "arm's length" - that is, parties that have no other relationship and are presumed to base their decisions on rational economic interests. So long as transactions are disclosed to the Board, and the transactions are found to be in the best interests of Cayuga Bird Club, they may lawfully be undertaken.

Section 3. Definitions.

Interested Person - Any Officer, Director, or Committee Chairperson who has a direct or indirect financial interest as defined below is an Interested Person.

Financial Interest - A person has a financial interest if he or she has, directly or indirectly, through business, investment or family:

(a) a current or potential ownership or substantial investment interest in any entity with which Cayuga Bird Club has a transaction or arrangement; or

(b) a current or potential compensation arrangement with any entity or individual with which Cayuga Bird Club has a transaction or arrangement.

Compensation - Compensation includes direct and indirect remunerations, as well as gifts or favors that are substantial in nature.

Section 4. Procedures.

Section 4.1. Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence and nature of his or her financial interest to the Board and to any special committee considering the proposed transaction or arrangement.

Section 4.2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest, the Interested Person shall leave the Board or special committee meeting. The remaining Board or special committee members shall decide if a conflict of interest exists.

Section 4.3. Procedure to Address Conflict of Interest. The following procedure shall be followed:

(a) The President of Cayuga Bird Club shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(b) After exercising due diligence, the Board shall determine whether Cayuga Bird Club can obtain a more advantageous transaction or arrangement (with reasonable effort) from a person or entity that would not give rise to a conflict of interest.

(c) If a more advantageous transaction or arrangement is not reasonably attainable without giving rise to a conflict of interest, the Board shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in Cayuga Bird Club's best interest and for its own benefit, and whether it is fair and reasonable to the Cayuga Bird Club. On this basis the Board shall decide whether to enter into the transaction or arrangement.

Section 4.4. Violation of Conflict of Interest Policy.

(a) If the Board or a Cayuga Bird Club committee has reasonable cause to believe that an Officer, member of the Board, or a member of a special committee has failed to disclose actual or potential conflicts of interest, it shall inform the person of the basis of such belief and afford the person an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the response of the person and making such further investigation as may be warranted in the circumstances, it is determined that the person has in fact failed to disclose an actual or potential conflict of interest, it shall take appropriate corrective action which may include removal of the person from office.

Section 5. Records of Proceedings. The minutes of the Executive Committee shall include the following information:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or potential conflict of interest;
- (b) The nature of the financial interest;
- (c) Any action taken to determine whether a conflict of interest was present;
- (d) The Board's or special committee's decision as to whether a conflict of interest in fact existed;
- (e) The names of the persons who were present for discussions and votes relating to the transaction or arrangement;
- (f) The content of the discussion, including any alternative to the proposed transaction or arrangement; and
- (g) A record of any votes taken in connection with the matter.

Section 6. Periodic Reviews. To ensure that Cayuga Bird Club operates in a manner consistent with its stated purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted to include whether any agreements or arrangements with outside organizations conform to written policies; are properly recorded; reflect reasonable payments for goods and services; further Cayuga Bird Club's purposes; and do not result in impermissible private benefit.

Section 7. Annual Statements. Each officer, director, and committee chairperson shall annually sign and file with the Secretary a statement which affirms that such person:

- (a) Has received a copy of the Conflict of Interest Policy.
- (b) Has read and understood the policy.
- (c) Has agreed to comply with the policy.
- (d) Understands that Cayuga Bird Club is a charitable organization, and, that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

A form for the annual disclosure statement is attached.

Attachment 2.

CAYUGA BIRD CLUB CONFLICT OF INTEREST ANNUAL DISCLOSURE STATEMENT

By signing below, I acknowledge that I have read and understood the Cayuga Bird Club Conflict of Interest Policy and I agree to abide by its provisions. I understand that Cayuga Bird Club is a charitable organization and that, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

1. I have read and affirm that I understand and will comply with the Cayuga Bird Club Conflict of Interest Policy (2018).

Yes

No

2. Do you expect over the coming year, to receive any remuneration as a direct result of any business transaction with the Cayuga Bird Club? If yes, please explain.

Yes

No

Signature

Name

Position

Date