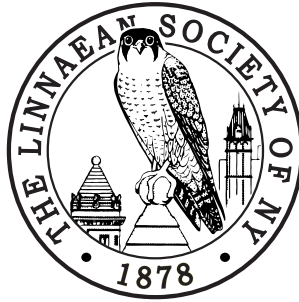


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# The Linnaean Society of New York



## 2021 Bylaws

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**BYLAWS OF  
THE LINNAEAN SOCIETY OF NEW YORK LTD.**

**ARTICLE I  
GOVERNING DOCUMENTS & PURPOSE**

Section 1. Governing Documents. The Linnaean Society of New York Ltd. (the “Society”) operates under this set of corporate Bylaws (the “Bylaws”) and in accordance with New York Not-for-Profit Corporation Law (the “NPCL”) and Section 501(c) of the United States Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”). These Bylaws replace in its entirety the Constitution and By-Laws (as amended, the “Old Constitution”) of The Linnaean Society of New York (“LSNY”), an unincorporated association and predecessor to the Society. The Old Constitution shall have no force or effect with respect to the governance of the Society, the rights and obligations of its Directors, Officers, members, employees or agents or any other matter.

Section 2. Purpose. Founded in 1878, LSNY seeks to promote public interest in the natural sciences. The Society has been formed for “Charitable purposes” within the meaning of Section 102(3-b) of the NPCL to carry on the mission of LSNY to promote public interest in the natural sciences. In furtherance of the foregoing purposes, the Society shall have all of the general powers enumerated in Section 202 of the NPCL and such other powers as are now or hereafter permitted by law for a corporation organized for the foregoing purposes, including, without limitation, the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real and/or personal property in furtherance of such purposes.

**ARTICLE II  
NO FINANCIAL MISSION**

The Society is not formed for, and shall not be conducted nor operated for, pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual or individuals, provided that nothing herein shall prevent the Society from paying reasonable compensation to any person for services rendered to or for the Society in furtherance of one or more of its purposes. At no time shall the Society engage in any activities not permitted to be carried on by a corporation (a) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future U.S. Internal Revenue Law) or (b) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future U.S. Internal Revenue Law). In the event the Society is dissolved, the funds and assets of the Society shall, after proper payment of liabilities, be distributed in accordance with the NPCL and Section 501(c) of the Internal Revenue Code.

## ARTICLE III LOBBYING

No substantial part of the activities of the Society shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the NPCL or Sections 501(c) or 501(h) of the Internal Revenue Code, and no part of the activities of the Society shall be devoted to participating or intervening in (including via the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

## ARTICLE IV MEMBERS

Section 1. Membership. Membership shall be composed of persons who are interested in the natural sciences and who are identified in the Society's book of membership.

Section 2. Classes of Membership. The Society shall have two classes of membership: "Voting Members" and "Non-Voting Members" (together, the "Members"). Persons shall qualify as Voting Members as follows: (i) "Life Members" shall be persons who have (a) demonstrated an interest in some branch of natural science, (b) paid the first installment of membership dues required for Life Members, as described in the schedule of dues (the "Dues Schedule"), and (c) been nominated by a Voting Member, approved by the board of directors of the Society (the "Board") and approved by a majority of the votes cast at a regular meeting of the Members (a "Members Meeting") to elect Life Members; (ii) "Supporting Members" shall be persons who have (a) demonstrated an interest in some branch of natural science, (b) paid the aggregate amount of membership dues required for Supporting Members, as described in the Dues Schedule, and (c) been nominated by a Voting Member, approved by the Board and approved by a majority of the votes cast at a Members Meeting to elect Supporting Members; (iii) "Active Members" shall be persons who have (a) demonstrated an interest in some branch of natural science, (b) paid the aggregate amount of membership dues required for Active Members, as described in the Dues Schedule, and (c) been nominated by a Voting Member, approved by the Board and approved by a majority of the votes cast at a Members Meeting to elect Active Members; (iv) "Fellows" shall be persons who have (a) provided the Society with distinguished services and (b) been nominated by a Voting Member and approved by the Board; and (v) "Associate Members" shall be persons who (a) wish to be Associate Members (including, but not limited to, those who are regularly enrolled as full-time students for an entire academic year at an established institution of learning), (b) have paid the aggregate amount of membership dues required for Associate Members, as described in the Dues Schedule, and (c) have been nominated by a Voting Member, approved by the Board and approved by a majority of votes cast at a Members Meeting to elect Associate Members. Persons shall qualify as Non-Voting Members as follows: (i) "Honorary Members" shall be persons (a) eminent for their attainments in one or more of the natural sciences and (b) who have been

nominated by a Voting Member, approved by the Board and approved by a majority of votes cast at a Members Meeting to elect Honorary Members; provided that the number of Honorary Members of the Society at one time shall not exceed ten persons; and (ii) "Benefactors" shall be persons who have (a) made significant financial contributions to the Society, as determined by the Board in its sole discretion, and (b) been nominated by a Voting Member, approved by the Board and approved by a majority of the votes cast at a Members Meeting to elect Benefactors. All rights associated with the Voting Member and Non-Voting Member classes (including, in the case of Voting Members, the right to vote at Member Meetings) shall be immediately conferred upon approval as a Life Member, Supporting Member, Active Member, Fellow, Associate Member, Honorary Member or Benefactor, provided that such person otherwise meets the applicable criteria for membership, as specified in this Section. The requirement that new Voting Members and new Non-Voting Members be nominated by a Voting Member may be discontinued by a two-thirds vote of the Board.

Section 3. Membership Dues. The Board may establish such other criteria for membership, including a Dues Schedule, which shall be set by a majority vote of the Board, subject to the following conditions: (i) Benefactors, Fellows and Honorary Members shall not pay dues; (ii) dues of Active Members, Supporting Members and Associate Members will be paid annually no later than September 30 of each year; provided, however, that (a) dues of newly-elected Active Members, Supporting Members and Associate Members shall be payable upon election and (b) dues of Active Members, Supporting Members and Associate Members elected to Membership in the months of March, April or May shall pay dues in the amount provided in the Dues Schedule; however, such members are exempt from paying dues again until September in the year following their election to membership; (iii) dues of Life Members will be payable in no more than four consecutive annual installments and, upon payment of all installments, no further dues will be payable; (iv) the Board may, at its discretion and by majority vote, reduce the annual dues owed by any Active Member or Supporting Member by one half; provided that the Active Member or Supporting Member has (a) been an Active Member or Supporting Member for at least twenty-five (25) years, (b) has reached the age of sixty-five (65) and (c) has made a written application for reduced dues to the Treasurer; and (v) upon written application of the Treasurer to the Board and subject to a majority vote of the Board, (a) any Member who is not in arrears of dues for a previous year and is absent for one full year due to a scientific expedition or military service may be excused from the payment of dues for said year and (b) any Active Member who is not in arrears of dues for a previous year and is regularly enrolled as a full-time student for an entire academic year at an institution of learning may have his or her status changed to Associate Member; provided that the application is received by the Board on or before September 1 of the year for which the change in status is sought and the application is accompanied by the annual dues of an Associate Member for that year.

Section 4. Additional Membership Specifications. The following provisions shall also apply with respect to certain Member designations: (i) Associate Members enrolled as full-time students for an entire academic year at an established institution of learning shall advise the Treasurer on or before September 1 of each year as to their current or prospective status as students and will, at the Treasurer's sole discretion, be subject to losing their Membership status if satisfactory evidence of their enrollment at an established institution of learning is not provided, (ii) qualification as an Associate Member shall not preclude a Member from being concurrently elected under another Member designation, and (iii) the names of Benefactors shall be carried on the Society's Member rolls unless and until a majority of the Voting Members in attendance at a Members Meeting vote to approve the removal of a Benefactor's name from the Society's Member rolls.

Section 5. Membership Benefits. All Members will be entitled to (i) attend Members Meetings and the Annual Members Meeting, (ii) receive any Society publications issued during the period of membership and (iii) have priority over non-members to attend Society functions, subject to the Board's discretion and provided such Member is not in arrears of dues.

Section 6. Removal of Members. Membership may be terminated by death, resignation, expulsion, expiration of a term of membership or dissolution and liquidation of the Society. With respect to expulsion, Membership may be terminated for cause (including, but not limited to, for nonpayment of dues) upon recommendation by majority vote of the Board. The Treasurer will deliver notification of such recommendation to any relevant Member in writing (who shall have the opportunity to cure nonpayment and/or contest such action at the next Members Meeting), and a two-thirds vote of Voting Members at the next Members Meeting will be required to ratify the expulsion recommendation. Written notice by first class mail, postage prepaid, personal delivery, facsimile or email of the proposed removal action and the date of the meeting at which the vote for removal is to be taken will be provided to each Voting Member at least thirty (30) days prior to the meeting date.

Section 7. Non-Liability of Members. The Members of the Society shall not be personally liable for the debts, liabilities, or obligations of the Society.

## **ARTICLE V MEETINGS**

Section 1. Regular Members Meetings. Members Meetings shall be held at least once per month from September to May, except as otherwise determined by a majority vote of the Board. The Board may call Members Meetings at its discretion, via a majority vote, during the months of June, July and August. Each Members Meeting will specifically include the following agenda items, the order of which will be prescribed by the President: (i) reading of minutes of the previous meeting by the Recording Secretary, (ii) proposal of candidates for Membership, (iii) election of Members, (iv) discussion of continuing and new business, (v) presentation of program

and (vi) adjournment. Additional agenda items may be added by the President, at his or her discretion. Any recommendations regarding the business of the Society made by the Board and presented by the Secretary at a Members Meeting may be ratified by a majority vote of Voting Members in attendance, except as otherwise specified by these Bylaws.

Section 2. Annual Members Meeting. The annual Members meeting (the “Annual Members Meeting”) shall be a Members Meeting held each year in the New York City region at the date, time and place as may be fixed by the Board or, if not so fixed, as determined by the President of the Board, provided that each Annual Members Meeting shall be held within thirteen months of the previous Annual Members Meeting. The Annual Members Meeting will include the election of Directors and Officers, the delivery of a financial report of the Society to the Members by the Treasurer (in accordance with Section 519 of the NPCL), the President’s report on the state of the Society, any awards made by the Society and a presentation by the Secretary on the publications, meetings, membership and other general business of the Society.

Section 3. Notice of Meetings. Written notice of the place, date and hour of any Members Meeting (including the Annual Members Meeting) shall be given to each Member by first class mail, postage prepaid, personal delivery, facsimile or email not less than ten (10) nor more than fifty (50) days before the date of the meeting. Notice of each Members Meeting shall indicate the purpose for which the meeting is called and the person or persons calling the meeting.

Section 4. Quorum; Adjournments of Meetings. At all Members Meetings (including the Annual Members Meeting), ten percent (10%) of the Voting Members (or 100 Voting Members, whichever is less), present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, the President shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken and any business scheduled to be transacted at the original meeting may take place at the new meeting.

Section 5. Organization. The President of the Society shall preside at all Members Meetings. In the absence of the President, the Vice President shall preside. In the absence of the President and the Vice President, an acting President will be chosen by the Voting Members present.

Section 6. Voting. At any Members Meeting, each Voting Member present, in person or by proxy, shall be entitled to one vote. Upon the request of any Voting Member, any vote shall be by written ballot. The record eligibility of voting rights shall be set thirty (30) days before the date of the meeting by the Secretary. All Voting Members of the Society, as reflected in the Society’s membership book at the time record eligibility is set, shall be entitled to vote.

Section 7. Proxy. Every Voting Member entitled to vote at a Members Meeting may authorize another Voting Member to act for such Voting Member by proxy.

Every proxy must be in writing and signed by the Voting Member or the Voting Member's duly authorized officer, director, employee or agent, or by email, and set forth information from which it can be reasonably determined that the proxy was authorized by that Voting Member. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the direction of the Voting Member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary or, upon the absence of the Secretary, the presiding Voting Member appointed by the President to act as Secretary of the meeting.

Section 8. Action by the Voting Members. Except as otherwise provided by statute or by these Bylaws, any corporate action authorized by a majority of the votes cast by the Voting Members at a Members Meeting shall be the act of the Voting Members. Action may be taken without a meeting on written consent, setting forth the action to be taken, with the written consent signed by the Voting Members. Such consent may be written or electronic. If the consent is written, it must be signed by the Voting Member. If the consent is electronic (such as email), it must be able to be reasonably determined to have been sent by the Voting Member. The resolution and the written consents thereto by the Voting Members shall be filed with the minutes of the proceedings of the Members.

Section 9. Special Actions Requiring Vote of Voting Members. The following corporate actions may not be taken without approval of three-fourths of the votes cast by Voting Members at a Members Meeting: (1) disposing of all, or substantially all, of the assets of the Society, (2) approval of a plan of merger, (3) a petition for judicial dissolution or the authorization of a plan of non-judicial dissolution, or (4) revocation of a voluntary dissolution proceeding. Blank votes or abstentions shall not be counted in the number of votes cast.

## **ARTICLE VI OFFICES**

The principal office of the Society shall be in New York County, State of New York. The Society may also have offices at such other places as the Board may from time to time determine or the business of the Society may require.

## **ARTICLE VII BOARD OF DIRECTORS**

Section 1. Powers and Duties. The Board shall have general power to control and manage the affairs and property of the Society, subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and these Bylaws. The Board shall take the following actions: (i) direct the President to call an election of any Director or Officer vacancies at the Annual Members Meeting, (ii) direct the Treasurer to deliver a financial report of the Society to the Members at the Annual Members Meeting, (iii) direct the Secretary to deliver a presentation at the Annual Members Meeting on the publications, meetings,

membership and other general business of the Society, (iv) nominate Officers, (v) appoint Board members to committees of the Board (each, a “Committee of the Board”), (vi) establish committees of the Society (each, a “Committee of the Society”), (vii) hold regular meetings for the transaction of general Society business, (viii) approve all new Members and (ix) make recommendations in the best interests of the Society, which shall be presented by the Secretary to Members at Members Meetings for approval. The Board may also take the following actions: (i) appoint and discharge advisors or consultants retained to assist the Society, (ii) employ and discharge persons retained for the furtherance of the purposes of the Society and (iii) exercise such other powers as may be necessary to manage the affairs of the Society and further the purposes of the Society in accordance with the Certificate of Incorporation and these Bylaws.

Section 2. Number. The number of Directors constituting the entire Board shall be no less than three (3) and no more than fifteen (15), as are elected by the Members in accordance with the provisions of these Bylaws and inclusive of any ex-officio directors elected pursuant to Article VIII. The minimum and maximum number of Directors may be changed by a majority vote of the Voting Members, provided the minimum number of Directors is never less than three (3).

Section 3. Director Qualifications. Each Director shall be at least 18 years of age and shall be a Voting Member of the Society.

Section 4. Initial Directors. The initial Directors shall be the persons named in the Certificate of Incorporation and shall serve until the end of their respective current terms of office or their respective deaths, removals or resignations.

Section 5. Initial Members Meeting. At the first Members Meeting following the incorporation of the Society, all Director positions will be divided into three classes: Director Class 1, Director Class 2 and Director Class 3. Directors will be assigned to Director Class 1, 2 or 3 by the Board. Vacancies created by the expiration of the terms of Director Classes 1, 2 and 3 will be addressed via the regular election procedure detailed in Article VII, Section 6 below.

Section 6. Election and Term of Office. The regular election of Directors will occur at the Annual Members Meeting. The President will appoint three (3) Voting Members not currently on the Board at the Members Meeting that precedes the Annual Members Meeting, who will nominate Directors to fill any Board vacancies. Nominees may include any Voting Member, subject to the Director term limitations described in this Article VII, Section 6, and the nominations will be presented at the Annual Members Meeting for vote. Nominations may also be made from the floor at the Annual Members Meeting. A Director shall be approved by a majority vote of Voting Members at the Annual Members Meeting, except that, should nominations exceed the number of Board vacancies, the nominees receiving the greatest number of votes shall be elected, provided that this number is at least a majority. Each Director shall serve a three year term, subject to the specific provisions outlined in Article VII, Section 5 regarding initial Director terms. Directors may serve a



maximum of three consecutive terms and may again serve as a Director after taking one year off.

Section 7. Removal of a Director for Cause. Any Director may be removed at any time for cause by a two-thirds vote of Voting Members at the Annual Members Meeting, any Members Meeting or a special meeting. Written notice of the proposed removal action and the date of the meeting at which the vote for removal is to be taken will be provided to each Voting Member at least thirty (30) days prior to the meeting date. Removal of ex-officio directors shall be subject to the procedure outlined in Art. VIII, Sect. 6 herein.

Section 8. Resignation. Any Director may resign from the Board at any time by delivering his or her resignation in writing to the Board. The resignation shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the Board.

Section 9. Vacancies. A vacancy created by a Director not completing their elected term shall be filled at the next Members Meeting, to the extent practicable (and in no event later than the second Members Meeting following the creation of the vacancy). Notice of such vacancy and the related election shall be given to Members as soon as possible after the vacancy is created (and with as much advance notice as possible prior to the Members Meeting at which the vacancy will be filled). Nominations shall proceed as prescribed in Article VII, Section 6.

Section 10. Meetings. The annual meeting of the Board shall be held at a date, time and place as may be fixed by the Board. Other regular meetings of the Board shall be held at such time and place as the Board may from time to time determine. Special meetings of the Board shall be held whenever called by the President at his or her discretion or upon written request by any three Board members to the President. Any one or more Directors may participate in a meeting of the Board by means of telephone, video conference or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Board. Participation by such means shall constitute presence in person at a meeting. A quorum for a meeting of the Board will consist of no less than a majority of current Board members. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained. Each Board member will have no more and no less than one vote at Board meetings. Any Member of the Society who is also a former President of the Society may attend and participate in Board meetings; however, such Members will not be entitled to vote and will not count towards the quorum for a Board meeting. Such Members will advise the Secretary annually in writing if they would like notice of Board meetings.

Section 11. Voting. Except as otherwise provided by law or these Bylaws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors present at the time of the vote shall be the act of the Board.

Section 12. Special Actions by the Board. The following determinations by the Board will require the approval of two-thirds of the entire Board:

- (i) a purchase, sale, mortgage or lease of real property of the Society if the property constitutes all or substantially all of the assets of the Society;
- (ii) a sale, lease, exchange or other disposition of all or substantially all of the assets of the Society; or
- (iii) altering, amending, or repealing any part of these Bylaws and adopting new Bylaws (subject to Article XVI) and altering, amending or repealing the Certificate of Incorporation (provided that any changes to the Certificate of Incorporation must also be submitted to a vote of a majority of the Members at a Members Meeting).

Section 13. Consent Absent a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If the consent is written, it must be signed by the Director. If the consent is electronic it must be able to be reasonably determined to have been sent by the Director. The resolution and the written consents thereto by the Directors shall be filed with the minutes of the proceedings of the Board.

Section 14. Compensation. No compensation of any kind shall be paid to any Director for the performance of his or her duties as Director. This shall in no way limit the reimbursement of reasonable expenses incurred in connection with board service. A Director may, however receive payment for services provided to the Society in any capacity separate from his or her responsibilities as a Director, subject to the Society's conflict of interest policy.

## ARTICLE VIII OFFICERS, EMPLOYEES AND AGENTS

Section 1. Number and Qualifications. The Officers of the Society shall be a President, Vice President, Secretary, Recording Secretary, Treasurer, Editor and such other Officers, if any, as the Board may from time to time designate for election by the Voting Members. One person may hold more than one office in the Society at the same time, except that no one person may concurrently hold the offices of President and Secretary. The number of persons serving as Officers shall be six (6).

Section 2. Election and Term of Office. Officers of the Society shall serve a one year term. Officers will be nominated by the Board and elected by a majority vote of Voting Members at the Annual Members Meeting, and each shall continue in office until the next Annual Members Meeting or until his or her successor has been elected. The term of any person elected as an Officer to fill a vacancy shall commence on the day of his or her election and shall expire on the on date of expiration of the original term. With the exception of the Treasurer and the Editor, no Officer may hold the same office for more than two consecutive full terms, but shall again be eligible for election to that position one year after the expiration of a second consecutive term.

Officers of LSNY shall continue as Officers of the Society until the end of their respective current terms of office or their respective deaths, removals or resignations.

Section 3. Officer Resignation. An Officer may resign at any time by delivering his or her resignation in writing to the Board. The resignation shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the Board.

Section 4. Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

Section 5. Suspension; Removal. Any Officer, employee or agent of the Society may have their authority as an Officer, employee or agent suspended by a majority vote of the Board for cause, and may be removed, with or without cause, by a majority vote of Voting Members in attendance at a Members Meeting, provided that any Officer who is the subject of such removal proceeding may not participate in such vote by the Board.

Section 6. Vacancies. A vacancy in any office other than that of the President shall be filled at the next Members Meeting in the manner prescribed in Article VIII, Section 2 above. If the office of the President becomes vacant, the Vice President shall serve as President for the remainder of the President's term. Persons who succeed to the office of President, Vice President, Secretary or Recording Secretary as a result of any vacancy shall remain eligible for election to such position for two consecutive full terms in accordance with Article VIII, Section 2.

Section 7. President: Powers and Duties. The President shall (i) preside at all meetings of the Board, the Annual Members Meeting and Members Meetings, (ii) preserve order, regulate debate and conduct all proceedings of meetings of the Board, the Annual Members Meeting and Members Meetings, and (iii) have general supervision of the affairs of the Society and shall keep the Board fully informed about the activities of the Society. The President may also call Special Meetings of the Board at his or her discretion or upon the request of any three Board members. The President shall have such other powers and duties as may be assigned to him or her by the Board from time to time.

Section 8. Vice-President: Powers and Duties. The Vice President shall (i) oversee the archives of the Society, (ii) plan and prepare programs for Members Meetings (with the advice and assistance of the President and Secretary) and (iii) perform the duties of the President in his or her absence. The Vice President shall have such other powers and duties as may be assigned to him or her by the Board from time to time.

Section 9. Secretary: Powers and Duties. The Secretary shall (i) provide notice to Members of their election as Members and appointment to Committees (ii) provide notice of the date and location of the Annual Members Meeting and Members Meetings, (iii) provide notice to Board members of the date and location of Board meetings, (iv) call Special Meetings at the direction of the President, (v) make arrangements for the Annual Members Meeting, at the direction of the Board, (vi) inform Officers of all matters requiring their attention, (vii) conduct the correspondence of the Society, including preparing the Society's letters and retaining all copies of correspondence, (viii) assist the President and Vice President in planning Members Meetings, and (ix) make a presentation at the Annual Members Meeting on the publications, meetings, membership and other general business of the Society. The Secretary shall have such other powers and duties as may be assigned to him or her by the Board from time to time.

Section 10. Recording Secretary: Powers and Duties. The Recording Secretary shall take and preserve the minutes of Board meetings, the Annual Members Meeting and Members Meetings in books provided for that purpose. The Recording Secretary shall have such other powers and duties as may be assigned to him or her by the Board from time to time.

Section 11. Editor: Powers and Duties. The Editor shall (i) edit and supervise publications of the Society and shall arrange for their exchange and distribution and (ii) serve as Chairperson of the Editorial Committee. The Editor may be assisted by one or more Associate Editors, who may be appointed from time to time by the Editor in consultation with the President. The Editor shall have such other powers and duties as may be assigned to him or her by the Board from time to time.

Section 12. Treasurer: Powers and Duties. The Treasurer shall (i) collect all Member dues, (ii) pay any bills incurred by the Society, as authorized by the Board, (iii) keep an accounting of all of the Society's receipts and expenditures, (iv) prepare and deliver a detailed report of the Society's receipts and expenditures to be presented at the Annual Members Meeting (which shall be filed with the minutes of the Annual Members Meeting), (v) subject to the approval of the Board, decide where the assets of the Society should be deposited or invested and (vi) maintain a membership book in which the society shall record the name, mailing address, email address and telephone number of each Member. The membership book shall also show the date of admission and termination of each Member (including such Member's classification as a Voting Member or a Non-Voting Member).

Section 13. Ex Officio Directorship. Each person serving as an Officer in the position of President, Vice President, Secretary, Recording Secretary, Treasurer or Editor shall also be an ex-officio member of the Board as long as such person holds the relevant Officer position and shall have the same rights and obligations as Directors under the NPCL and these Bylaws except where such rights and obligations conflict with those set forth in this Article VIII.

## ARTICLE IX COMMITTEES OF THE BOARD

A Committee of the Board is one that shall have authority to bind the Society and shall be comprised solely of Directors. The Board may create Committees of the Board from time to time at its discretion by majority vote. Committees of the Board will consist of three or more Directors, which will be appointed by majority vote of the Board. Each such committee shall have the authority of the Board, except that no Committee of the Board shall have authority as to the following matters: (i) the submission to Members of any action requiring Members' approval, (ii) the filling of vacancies on the Board, (iii) the fixing of compensation of Directors for serving on the Board or any Committee of the Board or Committee of the Society, (iv) the amendment or repeal of the Bylaws or the adoption of new bylaws, (v) the amendment or repeal of any resolution of the Board which by its terms shall not be amendable or repealable, (vi) the election or removal of Directors or Officers, (vii) the approval of a merger or plan of dissolution, (viii) the adoption of a resolution recommending to the Members action on the sale, lease, exchange or other disposition of all or substantially all of the assets of the Society, and (ix) approval of amendments to the Certificate of Incorporation.

## ARTICLE X COMMITTEES OF THE SOCIETY

Section 1. Powers. The Board, by resolution following the recommendation of the President, may establish from time to time any number of Committees of the Society to assist in the conducting of the affairs of the Society or to further its interests. Such committees may consist of Voting Members or Non-Voting Members; however, all chairpersons of Committees of the Society shall be Voting Members. No such committee shall have the authority to bind the Society.

Section 2. Standing Committees of the Society. The following Committees of the Society will exist on a standing basis:

(i) Conservation Committee. The Conservation Committee will advise and inform the Society (and assist the Board in representing the Society) with respect to conservation and environmental matters. The Chairperson of the Conservation Committee will be appointed by the President on an annual basis. The Chairperson of the Conservation Committee shall appoint members of the Conservation Committee in consultation with the President.

(ii) Editorial Committee. The Editorial Committee will (i) periodically, and with approval of the Board, publish the Society's Proceedings publication, which shall contain (a) the annual reports of the Secretary and Treasurer, (b) reports of Committees of the Board or Committees of the Society, (c) general Society notes, and (d) information and findings of ornithological and scientific interest, and (ii) periodically, and with the approval of the Board, publish the Society's Transactions publication, which may contain scientific papers about

ornithology, natural history and other topics that the Editorial Committee deems to be of interest to the Society's members, and (iii) read and prepare papers and other material for the Society's Proceedings, Transactions or other ad hoc publications. The Editor will serve as the Chairperson of the Editorial Committee and shall appoint members of the Editorial Committee in consultation with the President.

(iii) Field Trip Committee. The Field Trip Committee will, subject to Board approval, arrange and conduct field trips for Members and guests of Members. The Field Trip Committee Chairperson will be appointed by the President on an annual basis. The Field Trip Committee Chairperson shall appoint members of the Field Trip Committee in consultation with the President.

(iv) Technology and Website Committee. The Technology and Website Committee will develop and manage the Society's electronic operations, including, but not limited to, websites, electronic storage and electronic publications and other electronic communications. The President shall appoint the Chairperson of the Technology and Website Committee on an annual basis. The Chairperson of the Technology and Website Committee shall appoint members of the Technology and Website Committee in consultation with the President.

Section 3. Annual Meeting Audit Committee. The Board, upon the recommendation of the President, will appoint a temporary Committee of the Society in advance of the Annual Members Meeting, consisting of two Voting Members, to audit the accounts of the Treasurer. Neither member of the Annual Meeting Audit Committee will be a member of the Board. This audit report of the Annual Meeting Audit Committee shall be filed with the records of the Society and a copy or abstract thereof entered in the minutes of the proceedings of the Annual Members Meeting.

Section 4. No Compensation. No Member or advisor to the Society shall receive, directly or indirectly, any salary or compensation for any service rendered to the Society as a member of a Committee of the Society, except that the Board may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Society.

## ARTICLE XI FUNDS

Section 1. General Funds. At the sole discretion of the Board, the Society may accept contributions and establish restricted funds.

Section 2. Publication Funds. The Treasurer is authorized to accept financial contributions from Members and other interested persons for a revolving publication fund, the income and principal of which is to be devoted primarily to the publication of Proceedings and Transactions.

**ARTICLE XII**  
**CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS**

Section 1. Checks, Notes and Contracts. The Board is authorized to select the banks or depositories it deems proper for the funds of the Society and shall determine who shall be authorized on the Society's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 2. Investments. The funds of the Society may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

**ARTICLE XIII**  
**BOOKS**

The Board shall keep correct books of account of the activities and transactions of the Society, including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws and all minutes of Annual Members Meetings, Members Meetings and meetings of the Board.

**ARTICLE XIV**  
**FISCAL YEAR**

The fiscal year of the Society shall be determined by the Board.

**ARTICLE XV**  
**INDEMNIFICATION AND INSURANCE**

Section 1. Indemnification. The Society may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she or his or her testator was a Director, Officer, employee or agent of the Society, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

Section 2. Insurance. The Society shall have the power to purchase and maintain all insurance policies deemed to be in the best interest of the Society, including insurance to indemnify the Society for any obligation which it incurs as a result of its indemnification of Directors, Officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

**ARTICLE XVI  
AMENDMENTS AND REPEAL**

Any of these Bylaws may be altered, amended, or repealed and new Bylaws adopted by a vote of two-thirds of the Directors at a meeting at which a quorum is present, provided that written notice of such meeting and of the intention to change the Bylaws at such meeting is delivered to each Director, along with the text of the proposed revisions, at least twenty (20) days prior to the date of such meeting (with a copy of such notice and text delivered to each current Voting Member); provided, however, that a Bylaw fixing or changing the qualifications of Members or Directors, the number of or the method of election of Directors, Member voting rights, removal of Members or Directors, the powers specifically allocated to the Board, voting requirements for special actions by the Board (as per Article VII, Section 12), Board compensation, decisions reserved to the Members by these Bylaws or the limitations on the Board to alter, amend or repeal Bylaws or adopt new Bylaws may not be adopted, amended, or repealed except by the Voting Members of the Society by the vote of three-fourths of a quorum at a meeting duly called and noticed.

**ARTICLE XVII  
NON-DISCRIMINATION**

In all of its dealings, neither the Society nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual orientation, gender identity, mental or physical disability or any category protected by state or federal law.

**ARTICLE XVIII  
REFERENCE TO CERTIFICATE OF INCORPORATION**

References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these Bylaws. In the event of a conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.