ARTICLE I: MEMBERSHIP

Section 1. Any person interested in the objectives and purposes of the Louisiana Ornithological Society, hereinafter known as the Society, as set forth in the Charter, is eligible for membership.

Section 2. Classes of membership shall be as follows:
   (1) Regular
   (2) Family
   (3) Junior (age 16 and under fee waived)
   (4) Student (enrolled in high school or college)
   (5) Senior Citizen (age 65 and above)
   (6) Contributing
   (7) Sustaining
   (8) Patron
   (9) Library, institutional and organizational
   (10) Life
   (11) Complimentary (to recognize service to the Society by outside organizations or individuals)
   (12) Honorary (to recognize distinguished service or achievement)

Section 3. All classes of membership shall enjoy the same rights and privileges pertaining to members of the Society.

Section 4. Membership dues shall be payable at the time of application and shall become retroactive to the first of January of the year of application. For all classes of membership, save Honorary, Complimentary, and Life, dues shall be payable on the first of January each year. In the case of Life Members, dues shall be paid in full in one sum at the time of application. In the case of Honorary and complimentary members, benefits of membership shall be compliments of the Society and no dues are payable.

Section 5. The cost of dues shall be determined by a two-thirds (2/3) majority of votes of members present at any regular or special meeting.

ARTICLE II: MEETINGS

Section 1. The Society shall hold two (2) regular meetings annually, once in the Spring and once in the Fall, the exact time and place to be determined by the Board of Directors (hereinafter known as the Board). Notice of all meetings shall be given in writing to all members at least thirty (30) days prior to such meeting.

Section 2. Special meetings may be called at any time by the President, by majority resolution of the Board, or by written petition of ten (10) or more members to the President. All members must be informed in writing, by newsletter or special letter, which must include the petition and an agenda of the meeting, at least thirty (30) days prior to such special meeting.

Section 3. The transaction of all business of the Society requiring the vote of the membership shall take place at the regular meeting and at special meetings.

Section 4. Those members in good standing present at a regular or duly-called special meeting shall constitute a quorum for the transaction of business. No proxy voting shall be allowed for the general membership.
ARTICLE III: OFFICERS

Section 1. The elected officers of the Society shall be a President, a Vice-president, a Secretary, and a Treasurer.

Section 2. The President and Vice-president shall hold office for one-year terms and may serve for three consecutive terms. The Secretary and the Treasurer shall hold office for a one-year term, and may serve for an indefinite number of terms.

Section 3. In the event of a vacancy in the office of the President, the Vice-president shall immediately succeed to the office of President. A vacancy in any other elected office shall be filled by presidential appointment to serve the remainder of the term (pursuant to Article V).

Section 4. The President shall preside over meetings of the Society and of the Board. He/she shall be an ex-officio member of all committees, and shall appoint any and all committees that he/she considers necessary (except as limited in Article VI). The President shall perform all other duties associated with the office.

The President may appoint an Advisory Board, whose members shall serve only in an advisory capacity to the Board of Directors or to the committee on questions of law, finance, real estate, insurance, etc. The advisors shall have no vote on the Board of Directors.

Section 5. The Vice-president shall preside at all meetings in the absence of the President, and shall assist the President in the execution of duties. The Vice-president shall chair the Selections Committee (see Article VI, Section 4:3), and may be designated by the President to chair any other of the Standing or Special Committees.

Section 6. The Secretary shall have the following duties: (1) keep or cause to be kept (as by appointment of a Recording Secretary) records of all proceedings of the board and of the Society; (2) conduct all correspondence of the Society and the Board; (3) keep current the membership list of the Society and make it available to all members with the assistance of the membership committee; (4) mail, or cause to be mailed, all Society publications and all other written material; (5) give members at least thirty (30) days advance notice of all meeting, both regular and Special meetings; (6) place, or cause to be placed, a copy of all Society publication in the Society’s archives; (7) any other such related duties as the Board may approve.

Section 7. The Treasurer shall have the following duties: (1) take custody of the funds of the Society, both collection and disbursement of same, the latter upon approval of the board; (2) make a financial report to the Society at least annually.

All checks and drafts of the Society, less than or equal to the amount of five hundred dollars ($500), shall be signed by the Treasurer at the Treasurer’s discretion: any and all actions requiring an encumbrance of Society funds in excess of the above amount must have board approval.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. The power, control, and conduct of business of the Society shall be vested in its Board of Directors. The Board shall be composed of (1) the elected officers, (2) the immediate Past-President, and (3) three Directors-at-Large, the latter hereinafter known as Directors.

Section 2. The terms of office of the Directors shall be three (3) years, the terms staggered such that a Director is elected at each Fall Regular Meeting. Those candidates selected by the nominating committee (see Article VI, Section 4:2) for the office of director, shall be chosen from different sections of the State of Louisiana in so far as is possible.
Section 3. No individual may serve more than two (2) consecutive terms as a Director-at-Large.

Section 4. The President shall call at least one (1) Board meeting annually, to coincide with a regular meeting of the Society, with 30 days advance notice.

Section 5. A majority of the Board shall constitute a quorum at any meeting.

Section 6. Special Meetings of the Board may be called by the President or upon request of any two (2) members of the Board. Notice of Special Meetings of the Board may be in writing or by telephone, and must be given with at least seven days notice.

Section 7. Any member of the Board may designate any other member of the Board as his or her proxy. In this event, the designated proxy shall have a total number of votes equal to the sum of his or her proxy votes plus his or her own vote. Proxy votes shall be counted toward a quorum.

Section 8. The Board shall be authorized to perform the following functions:

(1) to determine the policies and direction of the Society within the objects and purposes set forth in the Charter;
(2) to promote interest in and expansion of the Society;
(3) to collect, disperse, and transfer the funds of the Society pursuant to the objects and purposes of the Society;
(4) to encumber the funds and assets of the Society and to enter into any and all financial contracts as the Board deems appropriate and in the best interests of the Society, and which are consistent with the terms and provisions of Section 501(c)3 of the Internal Revenue Code of the United States;
(5) to invest the funds of the Society, including, but not limited to, the Capital fund as described in Article VII;
(6) to set the time and place of all Regular Meetings, pursuant to Article II, Section 1, as it deems appropriate;
(7) to resolve by majority vote of a quorum to call a Special Meeting, as outlined in Article II Section 2;
(8) and to conduct any and all such other related business as it deems appropriate.

ARTICLE V: ELECTIONS

Section 1. The election of the four (4) officers and one (1) Director-at-Large shall take place at the Fall Regular Meeting each year. The officers and Director shall be installed at the close of said meeting.

Section 2. A slate of candidates for the four (4) officers shall be presented by the nominating committee, and candidates may be nominated from the floor at the Fall Regular Meeting. Candidates shall be elected to office by a majority vote of the members present.

Section 3. Terms of office shall commence at the close of the Fall Regular Meeting and shall extend until successors have been selected in accordance with these bylaws.

ARTICLE VI: STANDING COMMITTEES

Section 1. The Society shall have certain regular Standing Committees. Such committees shall consist of a minimum of three (3) members. Except where such authority is herein reserved to the board, the President, or, at the President's discretion, an appointed chairman, shall appoint the members. Members and chairman shall serve for one (1) year or until successors are appointed, unless stated otherwise by the provisions of this Article.

The Board, by majority vote, may also create a Standing Committee.
Section 2. The President, or the Board by majority vote, may appoint Special Committees, of such size and for such terms as shall be determined by the scope and nature of the special assignment to be performed.

Section 3. The Society shall have permanent, semi-autonomous Special Standing Committees, whose function shall be to further the scientific, educational, and other benevolent purposes of the Society. The existence of such committees shall commence upon appointment of an ad hoc or Special Committee which shall meet and draft bylaws necessary and appropriate for the efficient performance of the duties of said Special Standing Committee. The members of an ad hoc or Special Committee may at the discretion of the Board continue to serve on the Special Standing Committee until their successors may be chosen in accordance with the committee’s bylaws.

The Society shall have the following Special Standing Committees, and any others that may be created by the above procedures:

(1) The Bird Records Committee. The object and purposes of the Bird Records Committee are set forth in its bylaws. (See L.O.S. News No. 87 and the LOS website)

Section 4. Listed below are some of the Standing Committees that shall be established by the President or by the board, and some of the duties of said Standing Committees:

(1) The Membership Committee shall cooperate with the Secretary to keep current the membership list and make it available to the members. It shall conduct membership campaigns and attempt to obtain the continuing membership of those delinquent in paying dues.

(2) The Nominating Committee shall nominate a slate of candidates for each of the three (3) officers and one (1) Director-at-Large to be elected at each Fall Regular Meeting, as outlined in Article V, Section 2. It shall consist of three (3) members, appointed by majority vote of the Board, representing different areas of the state, to serve staggered three (3) year terms. Upon adoption of these bylaws, the Board shall appoint one (1) member to serve a three (3) year term, one (1) member to serve a two (2) year term, and one (1) member to serve a one (1) year term, such terms to commence at the close of the meeting in which these bylaws are adopted.

(3) The Selections Committee shall solicit and review nominations for the George H. Lowery, Jr. Award and any and all other awards, honors, and designations of the Society, including Honorary and Complimentary Membership. All selections are subject to Board approval.

(4) The Finance Committee shall (a) plan the Society’s Annual Budget with the advice and consent of the Board; (b) assist the Treasurer in the preparation of financial reports, including those which may be legally required of a nonprofit organization; (c) recommend and implement programs for obtaining the financial support of the Society; and (d) provide for an annual audit of the Society’s records.

(5) The Conservation Committee shall keep informed and advise the Board on issues regarding the natural environment and the conservation of natural resources, particularly as they relate to the avifauna of the State and critical habitat thereof.

(6) The Education Committee shall further the educational efforts of the Society, as mandated by Section 501(c)(3) of the Internal Revenue Code of the United States.

(7) The Program Committee shall arrange any and all speakers and other programs at meetings of the Society, as directed by the Board.

(8) The Arrangements Committee shall be responsible for arrangements regarding the meetings of the Society, including meeting place, dinners, refreshments, and any other such duties as directed by the President.
(9) The Hospitality Committee shall (a) maintain a Register of those attending all meetings of the Society; and (b) greet and provide orientation and any necessary assistance for any new member, visitor, or guest attending a meeting of the Society.

(10) The Field Trip Committee shall arrange all Society-sponsored field trips, both in connection with stated meetings and throughout the year, in order to further the educational and scientific purposes of the Society.

(11) The Newsletter Committee shall assist its chairman, known as the Editor of the L. O. S. News, in publishing the newsletter not less than three (3) times each year.

(12) The Webmaster shall handle all postings and updates for the LOS website (losbird.org) with assistance of the LOS Board of Directors.

ARTICLE VII: FUNDS

Section 1. The revenues of the Society shall be divided into at least two (2) funds: (1) a Capital Fund for investment of Life Membership dues and gifts and bequests so designated; (2) an Operating Fund, consisting of other membership dues, interest earned from the Capital Fund, and any other receipts of the Society, for current expenses and special projects. Any other funds and accounts made necessary by the terms of any endorsements or bequests shall be managed as deemed prudent and appropriate by the Board.

Section 2. Investment of Capital Fund shall be determined by the Board with recommendations from the Treasurer. Funds should be invested to produce maximum total return consistent with prudent risk limits.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

In matters not covered by these bylaws, Robert’s Rules of Order shall govern.

ARTICLE IX: AMENDMENTS

The Article of Incorporation and these bylaws may be amended by a two-thirds (2/3) vote of members present at any legal meeting, or by a two-thirds (2/3) vote of members responding to mail ballot submitted to the entire membership. In the case of amendments to be decided at a meeting, notice of the proposed amendments must be sent to each member at least thirty (30) days prior to such meeting.

(These bylaws which amend and replace the existing Society bylaws, were adopted in by the Executive Committee of the Louisiana Ornithological Society, Steve Cardiff, President, and were approved at the Fall meeting in Cameron, Louisiana, April 28, 2018.)

/SS/ Steve Cardiff, President 4/28/2018 Date

/SS/ Joelle Finley, Secretary April 28, 2018 Date