

# IOWA ORNITHOLOGISTS' UNION CONSTITUTION

Approved by vote of the general membership on 18 May 1985. Amendments to Article IV, Section 2 and Article VIII, Section 4 were approved by the membership on 29 October 1994. Amendment to Article V, Section 1 was approved by the membership on 14 May 2005.

## ARTICLE I--PURPOSE

**Section 1.** The purpose of the Iowa Ornithologists' Union (hereafter I.O.U.) shall be to encourage interest in the identification, study, and protection of birds and to unite all those persons who have this interest in common.

**Section 2.** The I.O.U. will collect and preserve knowledge on the occurrence of birds in Iowa, publish a journal appropriate to its purposes, conduct meetings of its members, and promote bird study in Iowa.

**Section 3.** The I.O.U. is organized for educational and scientific purposes.

## ARTICLE II--MEMBERSHIP

**Section 1.** Membership shall be open to any individual subscribing to the purposes of the I.O.U..

**Section 2.** All individual members shall have the right to vote, and shall be eligible to hold office and to serve on committees.

**Section 3.** Institutions such as libraries, schools, and organizations may subscribe to I.O.U. publications, but are not eligible for membership.

**Section 4.** Dues and subscription rates shall be proposed annually by the Board of Directors and approved by the membership.

**Section 5.** All memberships shall be on an individual basis, and dues may be established as follows:

A. Regular--regular dues on calendar year basis.

B. Life--dues prepaid for life of member in one payment or installment payments as established by the Board.

C. Contributing--Any member contributing funds to the I.O.U. above the rate set for regular membership.

D. Honorary--member for life without dues.

**Section 6.** A regular member who is the spouse or child (under age 18) of another regular member may have a reduced rate of dues if publications are shared.

**Section 7.** Honorary membership may be conferred by 3/4 vote of members at the first annual meeting of year to persons who have made longstanding contributions to the I.O.U. or its objectives.

**Section 8.** Membership shall be on a calendar year basis. Dues are payable on or before January 1 of each calendar year.

**Section 9.** The Board of Directors, by affirmative vote of 2/3 of all the members of the Board, may suspend, expel, or reinstate a member for cause after an appropriate hearing.

**Section 10.** Any member may resign by giving written notice to the Treasurer, but such resignation shall not relieve the member of the obligation to pay any dues or other obligations theretofore accrued and unpaid.

## ARTICLE III--THE BOARD OF DIRECTORS

**Section 1.** The affairs of the I.O.U. shall be managed by its Board of Directors.

**Section 2.** The Board shall consist of the four elected officers, and five elected directors.

**Section 3.** Directors shall serve staggered two-year terms with three directors to be elected at the same meeting as the President and Vice President, and two directors to be elected when the Secretary and Treasurer are elected. A retiring President shall be invited to be a nominee as a candidate for director at the time that three directors are elected. Directors shall not serve more than two consecutive terms. Terms begin at the end of the meeting at which election took place.

**Section 4.** A quorum of the Board of Directors shall be not less than 2/3 of the members of the Board. Business may be conducted through correspondence when expedient, and the results of any votes or other actions shall be appended to the minutes of the preceding Board meeting.

**Section 5.** There shall be at least two Board meetings each calendar year. Special meetings of the Board may be called at the request of the President or any two Directors. Written notice of the date and agenda of any special meeting must be made to each board member at least seven days prior to the meeting.

**Section 6.** A director may be removed for incapacity or unexcused absences by an affirmative vote of 3/4 of the other members of the Board of Directors.

**Section 7.** Any vacancy occurring in the Board may be filled until the next election by a majority vote of the remaining board members, though less than a quorum.

**Section 8.** Board meetings shall be open to any I.O.U. member. A portion of a meeting may be closed by 2/3 vote.

## ARTICLE IV--OFFICERS

**Section 1.** The officers of the I.O.U. shall be President, Vice President, Secretary, and Treasurer.

**Section 2.** Officers shall be elected for a term of two years with President and Vice President to be elected at one election and Secretary and Treasurer to be elected at the next election. After serving two consecutive terms (excluding partial terms), a member is not eligible for reelection to the same office until one full term has elapsed. Terms begin at the end of the meeting at which election occurred.

**Section 3.** Any vacancy occurring in an office may be filled until the next election by a majority vote of the Board of Directors, except that the Vice President shall succeed the President.

**Section 4.** Any officer may be removed for incapacity or unexcused absences by an affirmative vote of 3/4 of the other members of the Board of Directors.

**Section 5.** The President shall be the principal officer and leader of the I.O.U. and shall in general supervise and control the business and activities of the I.O.U. The President shall preside at all meetings of the I.O.U. and its Board of Directors; vote only to break or make a tie; exercise general supervision over the interests and welfare of the I.O.U.; appoint with approval of the Board all committees and chairpersons except as otherwise specified; call all meetings of the I.O.U. and the Board of Directors; and perform such duties as are required by the Board of Directors, the membership, or by law or regulation.

**Section 6.** The Vice President shall act in the absence of the President, and accept at least one other responsibility as agreed upon by the President and the Vice President.

**Section 7.** The Secretary shall take and maintain current minutes of all meetings of the I.O.U. and the Board of Directors; provide minutes in a timely fashion to the I.O.U. and the Board as determined by the President; maintain the official documents such as the Articles of Incorporation and Constitution; maintain current and historical rosters of all officers, directors, committees and administrative personnel; maintain a chronological list of motions passed by the membership or the Board of Directors; be responsible for official correspondence of the I.O.U. and its Board; and perform other such normal secretarial duties as assigned by the President or the Board.

**Section 8.** The Treasurer shall receive, account for, and deposit all funds of the I.O.U. in a bank or other appropriate institution, as directed by the Board of Directors; make authorized disbursements by the issuance of checks; keep current an accurate membership directory; maintain an appropriate financial record which shall be subject to annual audit as directed by the Board; prepare and submit such financial statements or reports as required by laws or regulations and/or requested by the President, Board of Directors, or the membership; and perform other such duties as may be assigned by the President or the Board of Directors.

#### ARTICLE V--COMMITTEES

**Section 1.** Committees shall be standing or ad hoc. Standing Committees shall include Membership, Records, Publications, Projects, and Historical/Library. Appointments to standing committee shall be approved by the Board of Directors. Ad hoc committees may be created or dissolved by the President, and such committees shall dissolve at the end of the term of that President. The Board of Directors or the membership voting at a meeting may require the creation or dissolution of an ad hoc committee.

**Section 2.** Standing committees shall operate under by-laws approved by the Board of Directors and not inconsistent with this constitution. The by-laws for each standing committee shall include a mechanism for regular turnover of committee members. Each standing committee shall submit an annual prospective budget to the Board of Directors.

**Section 3.** A majority of a whole committee shall constitute a quorum. The actions of a majority of the members present at a meeting at which a quorum is present shall be the actions of the committee, unless otherwise prescribed by a committee's charge or its by-laws.

**Section 4.** Standing committees report to the Board of Directors. Ad hoc committees report to the President, or to the body (Board of Directors or membership) that required their creation.

#### ARTICLE VI--ADMINISTRATIVE POSITIONS

**Section 1.** Major administrative positions may be established by the Board of Directors subject to approval by the membership. A proposal for establishment of such a position should include a description of any compensation or other benefits to the person who would occupy the position and a statement as to whether the position will report to the Board of Directors or to a standing committee.

**Section 2.** Each administrative position shall have a job description, subject to approval by the Board of Directors.

**Section 3.** Personnel shall be appointed to administrative positions in a manner specified by the Board of Directors. If a position reports to a standing committee, that committee shall make recommendations for filling the position.

**Section 4.** Appointment to other than temporary positions shall be formally reviewed at least every five years and a report submitted to the Board of Directors.

**Section 5.** Authority to create and appoint persons to minor administrative positions may be delegated by the Board of Directors.

#### ARTICLE VII--MEETINGS

**Section 1.** Regular meetings of the I.O.U. shall be held once in each half of the calendar year. The schedule and program of general membership meetings shall be the responsibility of the President and Vice President with the assistance of the Board of Directors and a local committee. Each regular meeting shall include a business meeting. Notice of the time and place of the regular meetings shall be sent to each member at least three weeks prior to the meeting:

**Section 2.** Special business meetings may be called by the President, Board of Directors, or 20 members, providing that notice of the time, place, and agenda be sent to each member at least three weeks prior to the meeting.

**Section 3.** The date and place of regular meetings shall be set by the Board of Directors at least 6 months in advance of the meeting, unless the date and/or place has been set by a vote of the members at a regular meeting.

**Section 4.** A quorum for the transaction of business shall be the active members present at any regular or special meeting, provided the number shall be not less than 15.

**Section 5.** Under special circumstances as determined by a vote of the Board of Directors, business may be carried out by a mail ballot sent to each member.

**Section 6.** Non-business meetings and other activities consistent with the objectives of the I.O.U. may be arranged or co-sponsored as needed by the President or Board of Directors.

#### ARTICLE VIII--NOMINATIONS AND ELECTIONS

**Section 1.** A nominating committee consisting of three members, past or outgoing officers or directors when feasible, shall be appointed by the president with approval of the Board of Directors at the first annual meeting of the year with one member designated as chair.

**Section 2.** The nominating committee shall nominate a slate of one or more candidates who are willing to serve, if elected, for each available elected position and shall distribute the printed slate to all members at least three weeks prior to the meeting at which elections will be held.

**Section 3.** Elections shall be held during the initial session of the business meeting at the first regular meeting of the year.

**Section 4.** The order of election shall be President, Vice President, Secretary, Treasurer, and Board members. The election for each position shall be carried out separately except for the election of Board members, which shall be considered together. In each case, the presiding officer shall ask for additional nominations from the floor and not in any way allow or suggest limitation of nominations until no more are forthcoming. In order to be nominated at the meeting, the nominee must agree to serve, either by prior consent to the nominator or directly at the meeting. If only one person is nominated or, in the case of the Board of Directors, the number matches the number of positions available, the presiding officer shall declare such persons elected. Otherwise, a vote shall be taken by secret ballot among members present at the meeting. A candidate receiving a majority vote of those voting is elected. If needed, a runoff vote will be among the two candidates with the most votes (and ties). In the election for Board positions, each member present may vote for as many candidates as there are positions available. If needed, the runoff vote will be among twice as many candidates (and ties) as there are positions left to be filled.

#### ARTICLE IX--FINANCES AND ASSETS

**Section 1.** The I.O.U. shall not engage in deficit spending unless specifically approved by the membership.

**Section 2.** The financial records of the I.O.U. shall be audited yearly by two persons other than the Treasurer and appointed by the President, at least one of whom is a member of the I.O.U.. The examination should evaluate the accuracy and appropriateness of the records and should evaluate the banking and investment procedures of the I.O.U..

**Section 3.** The I.O.U. shall provide appropriate bonding for the Treasurer.

**Section 4.** All monies, funds, materials, and other property or assets belonging to and/or received by the I.O.U. shall be cared for and disposed of as prescribed by the Board of Directors unless otherwise specified within this constitution.

**Section 5.** Any compensation, direct or indirect, shall be established prior to any individual's appointment to an administrative position. Any conflict of interest, real or potential, in the appointment or election of an individual to an administrative position, office, or seat on the Board of Directors shall be recognized and dealt with appropriately by the Board of Directors prior to the appointment or election or during the term if the need arises.

#### ARTICLE X--AMENDMENTS

**Section 1.** This constitution may be amended by a 2/3 vote of the members attending a regularly scheduled meeting of the I.O.U., provided a quorum is present and the exact text of the proposed amendment has been sent to each member at least three weeks prior to the meeting.

**Section 2.** Amendments may be proposed by the Board of Directors, a designated constitution committee, or by 5 members. Validly proposed amendments will be distributed with a regular publication of the I.O.U..

#### ARTICLE XI--DISSOLUTION

**Section 1.** The I.O.U. may be dissolved at any time by a 2/3 vote of the members present at a special meeting of the I.O.U. called for that stated purpose.

**Section 2.** Upon dissolution of the I.O.U., the officers shall make provision for payment of all liabilities of the I.O.U. and shall dispose of all remaining assets of the I.O.U. for the purposes of the I.O.U., or to such organization(s) operated exclusively for

charitable, educational, or scientific purposes as shall qualify as an exempt organization under the 1954 section 501 (c) (3) Code of the U.S. Internal Revenue Service (or the corresponding provision of any future U.S. Internal Revenue Code), as the officers shall determine. Any such assets not so disposed shall be disposed of by the proper Court in an appropriate manner.