

BY-LAWS OF THE MINNESOTA ORNITHOLOGISTS' UNION

ARTICLE I – Purpose

The Minnesota Ornithologists' Union (MOU) is a nonprofit organization incorporated under the laws of the state of Minnesota. It is organized for educational and scientific purposes.

The mission of the MOU is the observation, study, and conservation of birds and their natural habitats while supporting diversity and inclusion in its membership and in its leadership.

ARTICLE II - Membership

Section 1 – *Eligibility for membership*: Membership shall be open to anyone.

Section 2 – *Dues*: There shall be nine classes of membership in the MOU.

1. Personal
2. Family
3. Youth (through age 17)
4. Supporting
5. Life - Personal
6. Life - Joint
7. International
8. Affiliate Bird Club
9. Corporate

Annual dues and/or changes in the dues structure shall be determined by the Board of Directors. The annual terms of Individual, Family, Supporting, Youth, International, Affiliate Bird Club, and Corporate memberships shall continue from year-to-year unless forfeited for non-payment of dues or terminated by action of the Board of Directors. Annual membership renewal is due during the month that the member joined the MOU or last renewed their membership. Any member who has not paid their annual dues within three months of their renewal date shall no longer be a member of the MOU, unless the Board of Directors intervenes.

Section 3 – *Privileges of Membership*: All individual members in good-standing shall be entitled to participate in all activities of the MOU. Each membership shall include, but is not limited to, subscriptions to *The Loon* and *Minnesota Birding*. All individual members shall be entitled to vote at the MOU's Annual Membership Meeting.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Powers

The governing body of the MOU shall be the Board of Directors. The Board of Directors shall determine and establish policies and programs, acting always in the best interests of the MOU and reflecting the intent of the majority of the members.

The Board of Directors shall have the power to fill any interim vacancies of the MOU officers due to death, resignation or termination. It shall appoint the Editor of *The Loon*, the Editor of *Minnesota Birding*, and approve committee chairpersons.

The Board of Directors shall have the power to remove any officer, editor, or committee chairperson for cause by a two-thirds vote of directors present at any Board of Directors meeting, providing the meeting has a quorum.

Section 2 – Composition

The Board of Directors shall be composed of the five officers of the MOU (see Article IV, Section 1), the Immediate Past President, the Editor of *The Loon*, the Editor of *Minnesota Birding*, and permanent committee chairpersons or their designated representative.

All Directors must be current members of the MOU.

Section 3 – Terms

All Directors shall serve one-year terms, which shall be renewable upon stated willingness of each Director to serve another term. These renewals shall be affirmed at the first Board meeting of each fiscal year.

Section 4 – Compensation

Directors shall receive no compensation other than reimbursement for reasonable and documented expenses approved by the Board of Directors either through inclusion in the annual budget or by special vote.

Section 5 - Meetings

There shall be at least three regular meetings of the Board of Directors annually. The President shall determine an appropriate location for each meeting of the Board of Directors, either in the Twin Cities area or in Greater Minnesota.

The regular meetings of the Board of Directors shall be subject to call by the President on at least five (5) days notice. In the absence of a meeting call by the President, any three Board members may call a meeting on at least five (5) days notice.

Items for consideration by the Board at a meeting shall be distributed no later than three days prior to the meeting.

Section 6 – Quorum

A quorum shall consist of one-third (1/3) of the current members of the Board of Directors. Two members of the quorum must be elected officers.

Section 7 – Remote Communication for Meetings

Any meeting of the Board of Directors may be conducted solely by one or more means of remote communication through which all Directors may participate in the meeting, if notice is given as described in Section 5 and if the number participating is sufficient to constitute a quorum as described in Section 6. Remote communication includes but is not limited to telephone, video conference, or any other means by which persons may communicate with each other on a substantially simultaneous basis.

Section 8 – Action Without a Meeting

Upon initiative of the President, an action that would ordinarily be taken at a regular meeting may be taken without a meeting if the motion to be voted on is delivered, either by mail or electronically, to every Director in a timely manner.

ARTICLE IV - OFFICERS

Section 1 – Number and designation

There shall be five officers of the MOU: President, Vice President, Membership Secretary, Recording Secretary, and Treasurer.

Section 2 - Duties

The President shall:

- be the Chief Executive Officer of the MOU
- preside over the Annual Membership Meeting and over all meetings of the Board of Directors
- appoint all committee chairpersons with approval of the majority of the Directors
- direct and guide all programs under the direction of the Board of Directors.

The Vice President shall:

- have all the powers and duties of the President in the President's absence or inability to act, but only so long as such absence or inability continues
- perform such other duties as may be determined from time to time by the President or Directors.

The Membership Secretary shall:

- keep a record of the membership of the MOU
- distribute dues statements to members
- forward received payments of dues to the Treasurer or their designee for deposit in the MOU's bank accounts
- provide a membership report at each meeting of the Board of Directors and at the

Annual Membership Meeting

- perform such other duties as may be determined from time to time by the Directors.

The Recording Secretary shall:

- keep a record of the proceedings of all meetings of the Board of Directors and of the Annual Membership Meeting
- distribute and retain meeting minutes
- keep hard copies of meeting minutes
- furnish summaries of meeting decisions to the MOU publications for the information of members
- maintain previous years' minutes in good order
- handle all correspondence which does not come under the responsibility of the committee chairpersons or other officers
- perform such other duties as may be determined from time to time by the Directors.

The Treasurer shall:

- be responsible for receipt of all MOU monies from every source whatsoever
- make such disbursements as may be authorized by the Board of Directors either through inclusion in the annual budget or by special vote
- keep a full and accurate account of all MOU income and disbursement
- provide a Treasurer's report at each meeting of the Board of Directors and at the Annual Membership Meeting
- keep hard copies of Treasurer's reports
- present an annual budget for the Board of Directors' approval
- file the MOU's federal tax return and state non-profit registration documents
- maintain previous years' financial records in good order
- perform such other duties as may be determined from time to time by the Directors.

The Treasurer's books may be subject to audit from time to time with the approval of the Board of Directors.

Section 3 – Qualification, Election, and Term of Office

Any member in good standing shall qualify as a candidate for office. Officers shall be elected at the Annual Membership Meeting for a term of one year. President and Vice President shall serve no more than two one-year terms consecutively. Membership Secretary, Recording Secretary and Treasurer shall have no term limits. All officers shall be responsible to the Board of Directors. The officers shall draw no salary.

Section 4 – Vacancies in Office

In case of resignation, death or removal of any officer, the Board of Directors may appoint a successor to fill the remainder of the term.

Section 5 – Bonding of Treasurer and Other Officers

At the direction of the Board of Directors, the Treasurer and/or other officers of the MOU shall be bonded in an amount ordered by the Board, at the MOU's expense.

ARTICLE V - Committees

Section 1 – Standing Committees

The following are the standing committees of the MOU, the chairpersons of which are members of the MOU Board of Directors.

1. Avian Information & Archives – Acquire and archive Minnesota avian records and maintain the archives of the MOU
2. Awards & Recognition – Select recipients of MOU awards and provide recognition
3. Conservation – Foster informed advocacy for conservation of Minnesota birds and their habitats and recommend Board positions and collaborations on conservation issues
4. Education – Coordinate educational outreach opportunities
5. Field Trips – Organize field trips to observe Minnesota birds
6. Finance – Handle MOU investments and insurance
7. Information Technology – Develop and maintain next generation MOU website and database
8. Nominations & Governance – Seek nominees for officers and other Board positions and ensure that MOU operations are consistent with its by-laws. This committee will be chaired by the immediate Past President.
9. Paper Session – Plan and organize the annual Paper Session
10. Publications – Oversee production of all published or printed materials, excepting editorial responsibilities for MOU's journal and newsletter, which reside with the editors of those publications
11. Records (MOURC) – Determine acceptability of unusual bird sightings for inclusion in the permanent record of Minnesota birds and maintain the official state checklist of Minnesota birds.
12. Savaloja Grants – Solicit and evaluate grant proposals and recommend funding

13. Social Media – Manage MOU social media accounts.

14. Website & List Service – Manage original MOU website and MOU-net list service.

Section 2 – Ad Hoc Committees

The Board may create and dissolve ad hoc committees as needed. Due to the temporary nature of ad hoc committees, their chairs shall not be voting members of the Board of Directors.

Section 3 – Chairperson Responsibilities and Qualifications

Each committee chairperson shall select their own committee members. Committee chairpersons and committee members must be members in good standing of the MOU. Each committee chairperson shall submit a report on committee activities, either in person or in writing, at each Board meeting. Committee chairpersons shall submit fiscal-year-end reports summarizing the past year's activities and listing committee members.

ARTICLE VI – ANNUAL MEMBERSHIP MEETING

The Annual Membership Meeting, consisting of the Paper Session and Business Meeting, shall be held on the first Saturday of December. Twenty-five (25) members shall constitute a quorum to transact business at the Business Meeting. The President or their appointee shall preside at the meeting.

ARTICLE VII – MOU PERIODICAL PUBLICATIONS

The MOU shall publish a quarterly journal (*The Loon*) and a bimonthly newsletter (*Minnesota Birding*). These publications shall be accessible to all members.

The content of the publications shall support the mission of the MOU and be at the discretion of the respective editors.

ARTICLE VIII – FISCAL YEAR

The fiscal year shall be from November 1 thru October 31.

ARTICLE IX – AMENDMENTS TO THE BY-LAWS

Any article of the by-laws may be amended by a two-thirds majority of the Board of Directors at a properly convened meeting of the Directors.

Amended by-laws approved by the MOU Board of Directors on December 3, 2021 and March 12, 2022. Authored by Ann Kessen, Richard King, Michelle Terrell, and Jennifer Vieth, with input from Bob Dunlap, Susan Barnes Elliott, Anthony Hertzell, Gerald Hoekstra, Kate Kelnberger, Cindy Thrury Smith, and Steve Wilson.