

# BYLAWS OF IOWA YOUNG BIRDERS

## ADOPTED JANUARY 5, 2012 AND AMENDED DECEMBER 16, 2021

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### ARTICLE I NAME AND PURPOSES

**Section 1.01. Name:** The name of the organization shall be Iowa Young Birders. It shall be a nonprofit organization incorporated under the laws of the State of Iowa.

**Section 1.02. Purpose:** The Corporation is organized for the purposes of educating the public about the environment, conservation of natural resources, and the preservation of nature through activities, programs, and information that inspire young Iowans and others to study and enjoy wild birds and birding.

Notwithstanding the foregoing, however, the Corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning and as permitted by Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), and to act as a “public foundation” in accord with Internal Revenue Code Sections 509(a)(1) and 170(b)(1)(A)(vi), the last named being modified by Treasury Res. Reg. 1.170A-9(e)(10).

### ARTICLE II OFFICES

**Section 2.01. Principal Office:** The principal office of the Corporation in the state of Iowa shall be located in the city of Ames, in the county of Story. The Corporation may have other offices, either within or outside the state of Iowa, as the Board of Directors may determine or as the affairs of the Corporation may require.

**Section 2.02. Registered Office:** The Corporation shall have and continuously maintain in the state of Iowa a registered office, and a registered agent whose office is identical with the registered office, as required by the Revised Iowa Nonprofit Corporation Act, Iowa Code section 504.501. The registered office may be, but not need be, the same as the principal office in the state of Iowa, and the address of the registered office or the registered agent at the registered office, or both, may be changed from time to time by the Board of Directors.

### ARTICLE III MEMBERSHIP

**Section 3.01: Corporate Members:** Corporate members shall consist only of the members of the board of directors.

**Section 3.02: Non-Corporate, Non-voting Memberships:**

A. Youth Members: Any person age 8 through age 18 who is interested in the environment, conservation of natural resources, the preservation of nature, and the study and enjoyment of wild birds and birding may become a Youth Member of the Iowa Young Birders upon the payment of established dues.

B. Supporting Members: Any person who is interested in the environment, conservation of natural resources, the preservation of nature, the study and enjoyment of wild birds and birding and in supporting the purposes, programs and activities of the Iowa Young Birders may become a Supporting Member of the Iowa Young Birders.

C. Partner Members: Any corporation or entity who is interested in supporting the purposes, programs and activities of the Iowa Young Birders may become a Partner Member of the Iowa Young Birders.

D. Dues and Fees: The Board of Directors, from time to time, will establish the appropriate requirements, dues, fees, and privileges for non-corporate membership categories. To encourage participation and provide broad access, the dues for Youth Members will be the minimum level that is reasonable and practical.

**Section 3.03. Associated Organizations:** Independent organizations or clubs which desire to further the purposes and objectives of the Corporation may associate with the Corporation under rules and terms determined by the Board.

## **ARTICLE IV BOARD OF DIRECTORS**

**Section 4.01. Board role, size, and compensation:** The board is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 9 but not fewer than 3 members. Directors need not be residents of the state of Iowa. The board receives no compensation other than reasonable expenses except nothing in these Bylaws shall be construed to preclude any director from serving the Corporation in any other capacity and receiving appropriate compensation for that service.

**Section 4.02. Terms:** All board members shall serve three-year terms, but are eligible for re-election for up to three consecutive terms.

**Section 4.03. Meetings and notice:** The board shall meet at least twice annually at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

**Section 4.04. Manner of Acting:** The vote of the majority of the Board of Directors present at a meeting at which a Quorum is present shall be the act of the Board of Directors except where otherwise provided in these bylaws.

**Section 4.05 Quorum:** A meeting must be attended by at least one-half of board members for business transactions to take place and motions to pass.

**Section 4.06. Action by Unanimous Consent in Lieu of Meeting:** Any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board or of a committee of the Board, may be taken without a meeting if a consent or consents, in writing, describing the action so taken, shall be signed by all of the Board members or all of the members of the committee of the Board, as the case may be, entitled to vote with respect to the subject matter thereof and such consent or consents are included in the minutes or filed with the corporate records reflecting the action taken.

**Section 4.07. Conference Telephone Meetings:** Members of the Board of Directors may participate in a meeting (or committee meeting) of the Board by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

**Section 4.08. Special meetings:** Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

**Section 4.09. Board elections:** During the last quarter of each fiscal year of the corporation, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

**Section 4.10. Election procedures:** New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year. The terms of these directors shall be staggered such that approximately one-third (1/3) thereof are elected each year provided that the terms of the Chair and Vice Chair and the terms of the Secretary and Treasurer are staggered.

**Section 4.11. Vacancies:** When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

**Section 4.12 Resignation, termination, and absences:** Resignation from the board must be in writing and received by the secretary. A board member may be terminated from the board due to excess absences. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

**Section 4.13. Officers and Duties:** There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Any two offices may be held by the same person. Their duties are as follows:

- A. The **Chair** shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer. The Chair may sign and execute alone in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, either generally or specifically, except in cases where the signing and execution has been expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation.
- B. The **Vice-chair** shall perform the duties of the Chair in the event of the inability or refusal of the Chair to carry out those duties, and when so acting, shall have all the powers of and be subject to any restrictions upon the Chair. The Vice Chair shall perform other duties as assigned by the Chair or the Board of Directors.
- C. The **Secretary** shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- D. The **Treasurer** shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, keep full and accurate account of receipts and disbursements in books belonging to the Corporation; disburse the funds of the Corporation as may be ordered by the Chair or the Board of Directors, taking proper vouchers for the disbursements; receive and give receipts for moneys due and payable to the Corporation, and deposit or cause to be deposited all such moneys in the name of the Corporation in the banks, trust companies or other depositaries as are selected in Article VI of these bylaws.

## **ARTICLE V**

### **COMMITTEES**

**Section 5.01. Committee formation:** With the exception of standing committees listed below, the board may create committees as needed. The board Chair appoints all committee chairs.

**Section 5.02. Executive Committee:** The four officers and the Executive Director serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

**Section 5.03. Finance Committee:** The treasurer is the chair of the Finance Committee, which includes two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public. The fiscal year shall be the calendar year.

**Section 5.04. Meetings by Conference Telephone:** Members of a committee may participate in a meeting of the committee by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

## **ARTICLE VI**

### **CONTRACTS, LOANS, DEPOSITS AND INVESTMENTS**

**Section 6.01. Contracts:** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation (including the Executive Director), in addition to the officers authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 6.02. Loans:** No loans or other indebtedness shall be contracted on behalf of the Corporation unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 6.03. Checks, Drafts, etc.:** All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation (including the Executive Director), and in such manner as may be determined by resolution of the Board of Directors. In the absence of a determination by the Board of Directors, the instruments shall be signed by the Treasurer.

**Section 6.04. Deposits:** All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies, or other depositories as the Board of Directors may select.

**Section 6.05. Investments:** The funds of the Corporation 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 of Directors may deem desirable.

**Section 6.06. Gifts:** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation (including the Executive Director), to accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Corporation providing such gift is consistent with and for the advancement of the purposes of the Corporation. The Treasurer shall insure that the Corporation adopts and adheres to a written policy for the efficient and prudent acceptance of gifts.

**Section 6.07: Loans to Directors and Officers Prohibited:** No loans shall be made by the Corporation to the directors or officers.

## **ARTICLE VII BOOKS AND RECORDS**

**Section 7.01. Books and Records Maintained:** The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The following records are to be kept at the principal office: Bylaws, minutes, lists of names and addresses of current directors and officers, the most recent annual report delivered to secretary of state, and appropriate accounting records.

**Section 7.02. Inspection of Records by Directors:** A director of the Corporation is entitled to inspect and copy the books, records, and documents of the Corporation to the extent reasonably related to the performance of the duties of the director.

## **ARTICLE VIII DIRECTOR AND STAFF**

**Section 8.01. Executive Director:** The executive director is hired by the board and serves as an ex-officio, voting member of the board and of the executive committee. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director has responsibility for management of any additional staff. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

## **ARTICLE IX AMENDMENTS**

**Section 9.01 Amendments:** These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

## **CERTIFICATION**

These bylaws were adopted at a meeting of the full Board of Directors by a unanimous vote on January 5, 2012 and amended on July 14, 2012 and again on December 16, 2021.

By Carl J. Bendorf, Secretary  
Carl Bendorf