

Current Bylaws, last revised 1993

## **BYLAWS *of the* RAPTOR RESEARCH FOUNDATION, INC.**

*As adopted by the Regular Membership*

### **ARTICLE I. NAME AND PURPOSE**

**Section 1.** Name. The organization shall be called The Raptor Research Foundation, Inc.

**Section 2.** Purposes. The purposes shall be to stimulate the dissemination of information concerning raptorial birds among interested persons worldwide and to promote a better public understanding and appreciation of the value of birds of prey.

### **ARTICLE II. MEMBERSHIP AND DUES**

**Section 1.** Membership Categories and Criteria.

a. Regular Membership. Any person may become a Regular Member of the FOUNDATION.

b. Honorary Membership. Any person may be appointed an Honorary Member of the FOUNDATION.

c. Affiliate Membership. Any reputable organization, incorporated or unincorporated, local, regional, national, or international, and having purposes and objectives complimentary to, similar to or allied with those of the RAPTOR RESEARCH FOUNDATION, INCORPORATED, may become an Affiliate Member.

d. Subscribing Member. Any government agency, academic institution, educational organization, library, or other group of interested persons may subscribe to any and all FOUNDATION publications regardless of its purposes or objectives.

e. Regular, Honorary, Affiliate, and Subscribing Members are equivalent to Associate Members as mentioned in the Articles of Incorporation.

f. Life Member. Any person, reputable organization or agency may become a Life Member.

**Section 2.** Admission to Membership.

a. Admission to all categories of Membership shall be within the discretion of the Board of Directors.

b. Applicants for Regular, Affiliate, Life, and Subscribing Membership shall, prior to acceptance, submit a brief Membership application in a form to be determined by the Board of Directors, and shall tender current dues. The application shall include the applicant's address which shall be used for all purposes.

c. Honorary Membership shall be awarded in accordance with criteria and in numbers to be determined by the Board of Directors.

**Section 3. Number and Duration of Memberships.**

a. Number. Regular, Affiliate, Life and Subscribing Memberships shall be without restriction as to number.

b. Duration. Upon the timely payment of annual dues, Regular, Affiliate, and Subscribing Membership shall extend from calendar year to calendar year without interruption, unless otherwise terminated in accordance with these By Laws. Honorary Memberships shall continue at the pleasure of the Board of Directors. Life Membership shall continue for the life of the life member, Institution or Agency, except as provided for by Section 6.

**Section 4. Privileges of Membership.**

a. Regular, individual Life and Honorary Memberships shall be entitled to all rights and privileges of the FOUNDATION, including the right to vote, to serve as a director, and to hold office.

b. Affiliate and Subscribing Members shall be entitled to all rights and privileges of the FOUNDATION under these By Laws, except the right to vote, to serve as a Director, and to hold office.

**Section 5. Dues.**

a. Dues for Regular, Affiliated, Life and Subscribing Membership shall be determined by the Board of Directors. Dues are payable for each calendar year. Honorary Members shall be exempt from the payment of dues.

b. RRF dues shall be payable to the Ornithological Societies of North America (OSNA), in accordance with their procedures and policies.

c. Dues shall not be apportionable for any part of a calendar year.

**Section 6. Termination or Suspension of Membership.**

a. Regular, Honorary, Affiliated, Life and Subscribing Memberships may be terminated by resignation or death of the Member (to include dissolution of the organization in the instance of Affiliated or Subscribing Membership).

b. Regular, Honorary, Affiliated, Life and Subscribing Memberships may be terminated for such cause and in such manner as, in the judgment of at least two thirds of the Directors, is in the best interests of the FOUNDATION.

c. Regular, Affiliated, or Subscribing Memberships will terminate automatically if not renewed by payment of prescribed annual dues on or before March 15th annually.

## **ARTICLE III. DIRECTORS**

### **Section 1. Number and Types of Directors.**

a. The RAPTOR RESEARCH FOUNDATION, INCORPORATED, shall have a Board of twelve Directors, all of whom shall be Regular, Life, or Honorary Members, as follows: three Directors from North America (i.e., from anywhere in United States and Canada); one Director from Eurasia; one Director from the Southern Hemisphere (including Mexico, Central America, and the Caribbean); one At-Large Director from outside North America (as defined above); and six At-Large Directors (no geographic restriction).

### **Section 2. Electorate, Qualifications and Tenure.**

a. Electorate. All twelve Directors shall be nominated and elected by the Regular Membership (i.e., Regular, individual Life and Honorary Members). All questions concerning the voting eligibility of Regular Members shall be determined by the Board of Directors or their designee.

b. Qualifications. Directors must be Regular, Honorary or Life Members and, in the instance of Directors representing geographic regions, be residents of the region from which elected. Directors-at-Large are not so restricted as to residence.

c. Terms. Directors shall serve three-year terms as follows:

(1) North American #1, Southern Hemisphere, and At-Large #1 and #4 Directors shall serve three-year terms beginning January 1, 1996, 1999, 2002, etc.

(2) North American #2, At-Large (outside North America), and At-Large #2 and #5 Directors shall serve three-year terms beginning January 1, 1998, 2001, 2004, etc.

(3) North American #3, Eurasian, and At-Large #3 and #6 Directors shall serve three-year terms beginning January 1, 1997, 2000, 2003, etc.

### **Section 3. Election of Directors.**

a. The Board of Directors shall have general authority to plan for, schedule, and supervise the election of Directors by the Regular Membership. Voting rules and procedures to be promulgated by the Board of Directors shall, among other matters:

(1) Permit the completion of elections not less than 30 days prior to expiration of the respective incumbents' terms.

(2) Provide to all Regular Members timely notice of both nominations and elections, and reasonable opportunity to nominate and vote.

(3) Insure that at least one qualified candidate is nominated for each Directorship to be filled, and that each nominee is willing to accept the Directorship if elected.

(4) Insure that elections are conducted in a fair and equitable manner.

b. Voting for Directors shall be by written ballot by mail, and voting by proxy shall be prohibited.

c. A plurality of all votes cast for a particular directorship shall be required for election to that position.

#### **Section 4. Responsibility and Authority of the Board of Directors.**

a. Authority. The Board of Directors shall have full control and supervision of the affairs of the FOUNDATION; shall have full authority to make rules and regulations for the administration of the FOUNDATION, consistent with the Articles of Incorporation and By Laws; and, through the President, shall be responsible to the Regular Membership for the effective and efficient operation of the FOUNDATION. Within the discretion of the Board of Directors, it may delegate to the President or other Director such authority as it deems necessary.

b. Contracts. In addition to the general powers conferred, the Board of Directors shall control and manage all funds and property of the FOUNDATION, including specifically the appropriation and disbursement of its funds. It shall control and authorize the making of all contracts and purchases of the FOUNDATION. However, unless specifically authorized by the voting Regular Membership, it shall have no power or authority to contract for or otherwise obligate the FOUNDATION for any debts or obligation greater than the amount of money which shall, at the time of contracting such debt or obligation, be in the treasury, and unappropriated, and in excess of the amount needed for the discharge of debts and liabilities contracted prior thereto. By authority of the Board of Directors, contracts in the name of the FOUNDATION shall be signed by the President.

c. Financial Planning and Audit. On or before April 30 annually, the Board of Directors shall prepare and furnish to the Regular Membership a financial program for the current calendar, showing anticipated receipts and expenditures of the FOUNDATION funds. Similarly, on or before April 30 annually, the Board of Directors shall cause to be prepared and shall furnish to the Regular Membership a professional audit of the books of the FOUNDATION for the calendar year just expired.

#### **Section 5. Directors' Meetings.**

a. The Board of Directors shall meet, either in person or by use of the mails, upon call of the President at any time, but not less than twice each calendar year.

b. A quorum as such shall not be required at a Directors' Meeting, but unless otherwise prescribed herein, the affirmative vote of a majority of Directors present shall be required for action on any matter. The Board shall provide for the use of written ballots by mail in lieu of physical attendance at any Directors' Meeting. Voting by proxy shall be prohibited. Not less than 20 days from the date of mailing will be allowed to reply to any vote by mail; or, in the event the Directors meet in person, written notice shall be mailed to each Director not less than 20 days

prior to such meeting. Such notice shall not be necessary to any Director who shall waive notice in writing, or who shall be present in person or through letter and not object to the holding of such meeting, or who shall signify his consent to such a meeting by signing the minutes thereof.

c. The President, or in his absence, the Vice President, shall preside over all Directors' Meetings.

#### **Section 6. Termination and Removal of Directors.**

a. Resignations from the Board of Directors shall be submitted to the President and termination of Regular Membership shall operate as a resignation.

b. In the event vacancies occur in any manner other than by expiration of term of office, then the remaining members of the Board, by majority vote, shall temporarily fill the vacancy by appointment from the eligible Regular Membership; provided that in the instance of the appointment of a Regional Director, the appointee must be a resident of the region concerned; and, provided further that such temporary appointment shall continue only until the next regularly-scheduled election, at which time the Directorship shall be filled by the normal election process, either to the unexpired portion of the term or a new term, as appropriate.

#### **Section 7. Submission to the Regular Membership.**

a. Within the discretion of the Board of Directors, any matter may be submitted to the Regular Membership for vote by mail.

b. Upon the written petition of at least 5 percent of the Regular Membership eligible to vote any such matter shall be submitted to the Membership eligible to vote for vote by mail.

c. Within 15 days following receipt of such petition, the Board of Directors shall submit the matter to the voting Membership for vote. The manner of submission and voting on all matters shall be in accord with rules pertaining to Membership meetings by mail set forth in Article V, Section 2, of these By Laws; provided that, in the instance of proposed amendments to these By Laws and proposed dissolution, a two-thirds affirmative vote shall be required in accord with Articles VII and IX.

d. The Board of Directors shall be bound by the majority vote of the voting Membership upon the issues submitted except as noted in ARTICLE VII, Section 1.

### **ARTICLE IV. OFFICERS.**

**Section 1. Officers.** The President and Vice President of the RAPTOR RESEARCH FOUNDATION, INCORPORATED, shall be elected by the voting membership. The Secretary, Treasurer, and Editor-in-Chief shall be elected by the Board of Directors.

**Section 2. Election, Tenure, and Qualifications.**

a. The Board of Directors shall have general authority to plan for, schedule, and supervise the election of the President and Vice President by the Regular Membership, and Secretary, Treasurer and Editor-in-Chief by the Board of Directors. Voting rules and procedures to be promulgated by the Board of Directors shall, among other matters:

(1) Provide to all Regular Members timely notice of both nominations and elections, and reasonable opportunity to nominate and vote for President and Vice President.

(2) Insure that at least one qualified candidate is nominated for each Officer position to be filled, and that each nominee is willing to accept the office if elected.

(3) Insure that elections are conducted in a fair and equitable manner.

b. Voting for President and Vice President shall be by written ballot by mail, and voting by proxy shall be prohibited. Voting for Secretary, Treasurer and Editor-in-Chief shall be conducted either by written ballot or at the Board of Directors Meeting held in association with the Annual Meeting.

c. A plurality of all votes cast for a particular officer shall be required for election to that position.

d. The President shall be elected in even-numbered years, serving as President-Elect for one year prior to assuming the duties of the office. After one year as President-Elect, the incumbent shall assume the Presidency, and serve a two-year term, beginning at the end of the Annual Meeting in odd-numbered years.

e. At the completion of the President's term in office, he/she shall serve as Past-President in an ex-officio capacity to the Board of Directors, for a period of four years. During this period, the Past-President shall not hold any other Officer or Director position.

f. The Vice President shall be elected in even-numbered years and serve a two-year term, beginning at the end of the Annual Meeting in even-numbered years.

g. The Secretary, Treasurer, and Editor-in-Chief shall serve three year terms. The current Secretary's term began 1 January 1991, the Treasurer's term 1 January 1992, and the Editor's term 1 January 1993. Incumbents may serve successive terms upon re-election by the Board of Directors. Within the discretion of the Board, a Regular, Honorary or individual Life Member may hold the offices of Secretary and Treasurer simultaneously.

h. The Board of Directors shall be responsible for the prompt election of officers to fill all vacant positions. In the event the offices of President and Vice President shall both be vacant at any one time, the senior Director in tenure shall assume the duties of a President pro-tem for the purpose of appointment of Temporary Directors, if necessary, and until a new President is elected.

i. Neither the President nor the Vice President shall hold any other officer or Director position in the FOUNDATION during their tenure.

j. The President and/or Vice President may be removed from office by the affirmative majority vote of the Directors. Resignation or termination of Membership status shall also operate as a termination of office.

**Section 3. Duties of Officers.**

a. President. The President shall serve as the Chairman of the Board of Directors and shall call and preside at all Directors' Meetings and Regular Meetings of the FOUNDATION. He/she shall be responsible for the planning and presentation of all matters requiring Board action or action by the Regular Membership, and the expeditious processing of such matters to a conclusion. He/she shall conduct FOUNDATION business in accord with policies set by the Board of Directors and shall perform such further acts and duties as may be determined by the Board of Directors.

b. Vice President. The Vice President shall assist the President in any executive matters he/she may be called upon to perform. During the absence of the President, he/she will preside over all meetings of the Board and of the Membership. During an incapacity of the President or during a vacancy in the Presidency, he/she shall perform all acts and duties of the President. He/she shall perform such other and further duties as may be directed by the Board of Directors.

c. Secretary. The Secretary shall:

(1) Keep minutes and/or other records of all meetings of the Regular Membership, including meetings by mail or in person.

(2) Keep records of all actions taken by the Board of Directors.

(3) Serve as Chair of the Nominating Committee and, in that capacity, supervise the elections of the Board of Directors and Officers.

(4) As directed by the Board of Directors, conduct correspondence on behalf of the FOUNDATION, and maintain records of such correspondence and maintain records of such other official correspondence of the FOUNDATION as may be furnished him by the Board of Directors.

(5) Maintain all FOUNDATION files and records, other than financial, which are necessary for the conduct of FOUNDATION affairs.

(6) Perform such other and further duties as the Board of Directors may prescribe.

d. Treasurer. The Treasurer shall:

(1) Serve as custodian of all FOUNDATION funds and property, and keep a strict accounting of all receipts and expenditures.

(2) Collect and receive all monies due the FOUNDATION from whatever source.

(3) Pay only such expenditures as have been authorized by the Board of Directors or their designee.

(4) Deposit all FOUNDATION funds in a suitable bank or savings and loan company whose accounts are protected by the FDIC; insure that signature cards on file with the bank bear the signatures of the Treasurer, the President and the Vice President; and insure that the accounts are so restricted that the signature of the Treasurer and of either the President or Vice President shall be required on all checks drawn thereon.

(5) Insure that expenditures do not exceed cash on deposit in the account.

(6) Maintain full and complete financial records of the FOUNDATION, and upon 10 days notice from the Boards of Directors, submit a balance sheet itemizing receipts and expenditures since the last audit and showing the current cash balance.

(7) Insure that the FOUNDATION books are audited at the end of each calendar year by disinterested professional auditors approved by the Board of Directors, and that a report of such audit is furnished the Board of Directors on or before March 31st annually.

(8) Maintain a complete file of all FOUNDATION publications.

(9) Issue Membership cards as appropriate; maintain complete lists and addresses of past and current Members in all categories and, when required, certify as to the status of the Memberships. The addresses furnished the Treasurer by the Members and maintained on file by him/her shall be used for all purposes, including mailing of FOUNDATION publications and determination of residence for voting purposes when appropriate.

(10) Assist Membership Committee in building Membership.

(11) Perform such other and further duties as the Board of Directors may direct, including a final audit when appropriate.

#### **Section 4. Committees.**

The Board of Directors and the organization President shall be empowered to establish committees (either Ad Hoc or standing) to assist in executing the work of the organization to accomplish its stated purposes.

### **ARTICLE V. REGULAR MEMBERSHIP MEETINGS**

#### **Section 1. Regular Meetings.**

a. Time and Place. The voting Membership may physically meet once each year and shall physically meet at least once every two years, upon call of the President. Such meeting shall be termed a "Regular Meeting."



b. Quorum. At a Regular Meeting, a Quorum shall consist of not less than the nearest whole number greater than one-half of the voting Membership in good standing, represented in person or by written proxy, (except in the case where votes by proxy are not permitted by these By Laws) or by written ballot sent by mail for voting on specific subjects previously made known to the voting Membership. A majority vote of the Quorum shall control.

c. Committee of the Whole. In the absence of a Quorum, those present at a Regular Meeting shall function as a "Committee of the Whole" to draft proposals for submission to the entire voting Membership for written vote.

d. Notice. Written notice of Regular Meetings of the Membership, to include time, place, and business to be transacted, shall be given each Member not less than 30 days prior to such meeting; provided that such notice shall not be necessary to any Regular Member who shall waive notice in writing, or who shall be present in person or by written proxy or by written ballot and not object to the holding of such meeting, or who shall signify his consent to such meeting by signing the minutes thereof.

e. Voting. The Board of Directors shall provide for proxy voting (when appropriate) at Regular Meetings and shall further provide for the use of written ballots by mail.

## **Section 2. Membership Meetings by Mail.**

a. Any voting by mail in which ballots are provided to the entire voting Membership shall be equivalent to a Membership Meeting on the subjects concerned.

b. Quorum. For the purpose of meetings held by mail, a quorum as such shall not be required. Except as provided for amendments to these By Laws and for dissolution, a majority (over 50 percent) of the votes cast by voting Members, responding in a vote by mail shall control.

c. Notice. Full notice of the issues involved in a vote by mail, including a ballot on which to record the vote, shall be mailed to each voting Member at his/her address of record with the FOUNDATION, not less than 20 days prior to the effective date for counting the ballots.

## **ARTICLE VI. FOUNDATION PUBLICATIONS**

### **Section 1. Editors of FOUNDATION publications.**

a. Editors of FOUNDATION publications shall be appointed by the Board of Directors from the Regular, Honorary or individual Life Membership, to serve at the pleasure of the Board.

b. Such Editors shall compile, publish, and distribute FOUNDATION publications in conformity with operational, editorial, and financial policies determined by the Board of Directors.

### **Section 2. The JOURNAL OF RAPTOR RESEARCH.**

a. The official organ of the RAPTOR RESEARCH FOUNDATION, INCORPORATED, shall be known as THE JOURNAL OF RAPTOR RESEARCH.

b. THE JOURNAL OF RAPTOR RESEARCH shall be published as prescribed by the Board of Directors and shall be distributed as follows:

(1) To all Membership classes of the RAPTOR RESEARCH FOUNDATION, INCORPORATED, without any charge in addition to prescribed dues, if any.

(2) As determined by the Board of Directors to be in the best interest of the FOUNDATION.

(3) To all interested persons (including non-subscribing libraries, governmental agencies, etc.) at a cost not less than 20 percent above the cost to any Member.

### **Section 3. WINGSPAN Newsletter.**

a. The WINGSPAN shall be edited by the Newsletter Editor, and published and distributed as prescribed by the Board of Directors

(1) To all Membership classes of the RAPTOR RESEARCH FOUNDATION, INCORPORATED, without any addition to prescribed dues, if any.

(2) To all interested non-members (including non-subscribing libraries, governmental agencies, etc.) at a cost determined by the Board of Directors.

(3) As determined by the Board of Directors to be in the best interests of the Foundation.

### **Section 4. RAPTOR RESEARCH REPORTS.**

a. Articles too long for inclusion in THE JOURNAL OF RAPTOR RESEARCH may be published in RAPTOR RESEARCH REPORTS as prescribed by the Board of Directors.

b. RAPTOR RESEARCH REPORTS shall be sold to all interested persons, libraries, agencies, etc. provided that all Membership classes shall receive a discount of not less than 20 percent of the market price.

### **Section 5. RESOLUTIONS**

a. The RAPTOR RESEARCH FOUNDATION, INCORPORATED shall develop and distribute Resolutions regarding scientific, conservation, and educational issues involving raptors and other natural resources, according to the following guidelines:

(1) Notices calling for resolutions and stating deadlines shall be included with all notices announcing annual conferences.

(2) Proposed Resolutions shall be submitted by voting Members to the Resolutions Committee Chair no later than three months prior to the Annual Business Meeting; Resolutions submitted after this time will not be considered by the Resolutions Committee unless the issue addressed in the Resolution has arisen since the established deadline date for submission.

(3) Following committee review, and no less than 30 days prior to the Annual Business Meeting, the Chair of the Resolutions Committee shall submit all appropriate Resolutions to the President; the President shall distribute these Resolutions to the Directors and Officers in advance of the Annual Board of Directors Meeting.

(4) Proposed Resolutions that have been approved by the Board of Directors shall be posted for review by the voting members immediately following the Board of Directors Meeting at the Annual Conference.

(5) At the Annual Business Meeting, the Resolutions Committee Chair shall present the Resolutions for discussion and solicit a vote by the Membership; an affirmative vote by a majority of the voting membership present is required for passage of a Resolution

(6) Resolutions approved by the Board will be presented for approval of the membership at the business meeting. At the annual business meeting, discussion of the resolutions will be limited to ten minutes per resolution, with speakers taking no more than one minute to present their views. Resolutions will be passed with a majority vote by the membership present at the meeting.

(7) The Resolution Committee will prepare a resolution thanking the local and scientific program committees involved in organizing the annual meeting.

(8) The Resolutions Committee will assist the President in submitting approved resolutions to appropriate agencies, legislative bodies, etc.

#### **Section 6. Other Publications.**

a. At the discretion of the Board of Directors, the FOUNDATION may publish anything that serves the best interest of the FOUNDATION, such as a series of abstracts, informal information exchanges, and general material promoting the FOUNDATION.

Distribution of "other publications," shall be prescribed by the Board of Directors.

### **ARTICLE VII. AMENDMENTS TO THE BY LAWS**

**Section 1.** These By Laws may be amended only at a meeting and/or by mail of the voting Membership, provided written notice of such meeting, the proposed amendment, the contents thereof, and a ballot be mailed to each voting Member at his/her address on file with the Foundation, not less than 20 days prior to the date fixed for counting ballots. Affirmative vote of two-thirds of the voting Members responding in a vote and/or by mail shall be required for amendment. Proxies shall not be authorized.

## **ARTICLE VIII. GENERAL PROHIBITIONS**

**Section 1.** Notwithstanding any provisions of the By Laws which might be susceptible to a contrary construction:

- a. The FOUNDATION shall be organized for scientific, conservation, and educational purposes.
- b. The FOUNDATION shall be operated for scientific, conservation, and educational purposes.
- c. No part of the net earnings of the FOUNDATION shall or may under any circumstances inure to the benefit of any private shareholder or individual.
- d. No substantial part of the activities of the FOUNDATION shall consist of lobbying or taking advocacy positions.
- e. The FOUNDATION shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.
- f. The FOUNDATION shall not:
  - (1) Lend any part of its income or corpus, without the receipt of adequate security and a reasonable rate of interest;
  - (2) Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered;
  - (3) Make any part of its services available on a preferential basis;
  - (4) Make any purchase of securities or any other property, for more than adequate consideration in money or money's worth;
  - (5) Sell any securities or other property for less than adequate consideration in money or money's worth; or
  - (6) Engage in any other transactions which result in a substantial diversion of its income or corpus to any officer, member of the Board of Directors or substantial contributor to the FOUNDATION.

Section 2. The Prohibitions contained in (f) do not mean to imply that the FOUNDATION may make such loans, payments, sales or purchases to anyone else, unless such authority be given or implied by other provisions of the By Laws.

## **ARTICLE IX. DISTRIBUTION ON DISSOLUTION**

**Section 1.** Upon dissolution of the FOUNDATION by two-thirds vote of the voting Membership, the Board of Directors shall distribute the assets and accrued income to one or

more organizations, but which organization or organizations shall meet the limitations prescribed in (a)-(f) of ARTICLE VIII, immediately preceding.