

**Suggested Modification to the RRF Bylaws
As approved by the Board of Directors on 6 August 2019**

**Presented to the RRF Voting Membership by the Bylaws Committee:
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Washburn**

Bylaws

RAPTOR RESEARCH FOUNDATION, INC.

As adopted by the Voting Membership on _____

ARTICLE I. NAME AND PURPOSE

Section 1. Name.

- a. The organization shall be called THE RAPTOR RESEARCH FOUNDATION, INCORPORATED (hereafter RRF).

Section 2. Purposes.

- a. The purposes shall be to stimulate, coordinate, direct and conduct research on the biology, conservation, and management of birds of prey, and to promote a better public understanding and appreciation in the value of these birds.

ARTICLE II. MEMBERSHIP AND DUES

Section 1. Membership Categories and Criteria.

- a. Regular Membership. Any person may become a Regular Member of the RRF.
- b. Student Membership. A member enrolled full-time in an academic institution.
- c. Early Professional Membership. Any person who received their most recent degree within the previous 3 years.
- d. Honorary Membership. Any person may be appointed an Honorary Member of the RRF.
- e. 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 RRF, may become an Affiliate Member.
- f. Subscribing Membership. Any government agency, academic institution, educational organization, library, or other group of interested persons may subscribe to any and all RRF publications.
- g. Retired/Emeritus Membership. Any person who is retired.

h. Life Membership. Any person may become a Life Member.

i. Regular, Student, Early Professional, Honorary, Retired/Emeritus, Affiliate, and Subscribing Members are equivalent to Associate Members as mentioned in the Articles of Incorporation.

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, Student, Early Professional, Retired/Emeritus, Life, and Subscribing Membership shall, prior to acceptance, submit a brief Membership application in a format determined by the Board of Directors and shall tender current dues.

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, Student, Early Professional, Affiliate, Retiree/Emeritus, Life, and Subscribing Memberships shall be without restriction as to number.

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

Section 4. Privileges of Membership.

a. Regular, Student, Early Professional, Retired/Emeritus, Life, and Honorary Memberships shall be entitled to all rights and privileges of the RRF, including the right to vote, to serve on the Board of Directors, hold office, and serve on committees. These are hereafter referred to as the Voting Membership.

b. Affiliate and Subscribing Members shall be entitled to all rights and privileges of the RRF under these Bylaws, except the right to vote, to serve as a director, and to hold office.

Section 5. Dues.

a. Dues for Regular, Student, Early Professional, Retired/Emeritus, Affiliate, 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 entity determined by the Board of Directors, 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, Student, Early Professional, Honorary, Retired/Emeritus, Affiliate, Life, and Subscribing Memberships may be terminated for violations of the Code of Conduct or for such cause and in such manner as, in the judgement of at least two thirds of the Board of Directors, is in the best interests of the RRF.

b. Regular, Student, Early Professional, Retired/Emeritus, Affiliate, 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 RRF, shall have a Board of twelve Directors, all of whom shall be Regular, Student, Early Professional, Retired/Emeritus, Life, or Honorary Members, as follows: three Directors from North America (i.e., from anywhere in United States, Mexico, and Canada); one Director from Eurasia; one Director from the Southern Hemisphere (including 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 Voting Membership. All questions concerning the voting eligibility of any member shall be determined by the Board of Directors or their designee.

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

c. Terms. Directors shall serve three-year terms. Terms shall be staggered among three cohorts each consisting of four directors as follows:

(1) North American #1, Southern Hemisphere, and At-Large #1 and #4 Directors terms commence on 1 January 2017 and each subsequent 3rd year.

(2) North American #2, At-Large (outside North America), and At-Large #2 and #5 Directors terms commence on 1 January 2019 and each subsequent 3rd year.

(3) North American #3, Eurasian, and At-Large #3 and #6 Directors terms commence on 1 January 2018 and each subsequent 3rd year.

Section 3. Election of Directors.

a. The Board of Directors will plan, schedule, and supervise the election of individual directors by the Voting Membership. Voting rules and procedures to be promulgated by the Board of Directors shall:

- (1) Permit the completion of elections not less than 30 days prior to expiration of the respective incumbents' terms.
- (2) Provide to all Voting Members timely notice of both nominations and elections, and reasonable opportunity to nominate and vote.
- (3) Ensure 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) Candidates shall remain in, and run for, the position for which they are nominated unless the Board of Directors determines there is a need to reassign the candidate to another Director position (e.g., the other position has no candidate) and the candidate concurs with the proposed reassignment.
- (5) Ensure that elections are conducted in a fair and equitable manner.

b. Voting for Directors shall be conducted electronically. Written ballot by postal mail will also be accepted from Voting Members without access to electronic means for voting. 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 RRF; shall have full authority to make rules and regulations for the administration of the RRF, consistent with the Articles of Incorporation and Bylaws; and, through the President, shall be responsible to all RRF members for the effective and efficient operation of the RRF. 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 RRF, including specifically the appropriation and disbursement of its funds. It shall control and authorize the making of all contracts and purchases of the RRF. However, unless specifically authorized by the voting Regular Membership, it shall have no power or authority to contract for or otherwise obligate the RRF 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 RRF shall be signed by the President or the President's designee.

c. Financial Planning and Review. On or before November 30 annually, the Board of Directors shall approve a financial program prepared by the Treasurer for the forthcoming calendar year, showing

anticipated receipts and expenditures of the RRF funds. The Board of Directors shall approve and make available to the Regular Membership a professional financial review of the books of the RRF as per ARTICLE IV, Section 3f(8) below.

Section 5. Directors' Meetings.

- a. The Board of Directors shall meet, either in person or by use of electronic media, upon call of the President at any time, but not less than twice each calendar year.
- b. A quorum of at least 7 Directors shall be required to vote on matters at a Directors' Meeting. Participation at the annual meeting via teleconferencing is permitted, where the affirmative vote of a majority of Directors present or teleconferencing shall be required for action on any matter. Directors may not vote by proxy.
- c. The President, or in the President's absence, the Vice President, shall preside over the Directors Meeting. If neither the President nor Vice President are present, the Treasurer shall preside over the Directors Meeting. If none of these three elected officers are in attendance of the Directors Meeting, the Directors Meeting shall be presided by a Director designated by the President.

Section 6. Board of Directors Voting Process

a. E-agendas.

- (1) Items requiring Board of Directors attention outside of the annual meeting are compiled and distributed electronically via e-agendas at an approximately quarterly schedule.
- (2) Items presented on the e-agendas will undergo a discussion period following dissemination of the e-agenda and associated materials by the Directors, after which voting will take place.
- (3) If a Director is unable to vote during the voting period associated with an e-agenda, they must inform the President and Secretary at their earliest convenience to request early or late voting allowance; failure to inform the President and Secretary before the start of the regular voting period will result in the Director not being allowed to vote.
- (4) Early and late electronic voting will be allowed with prior approval of the President. Early votes should be submitted only to the President and Secretary and shall remain confidential until the regular voting period is over.
- (5) Lengths of time for discussion and voting periods will be set by vote of the Board of Directors.

b. Discussion, Forum, and Vote (DFV)

- (1) Discussion, Forum, and Vote (DFV) is a means to address time-sensitive matters requiring Board of Directors attention outside of the regularly scheduled e-agendas or

annual meeting.

(2) There will be no allowance for early or late voting on DFVs.

(3) Lengths of time for discussion and voting will be set by vote of the Board of Directors.

c. Annual Meeting

(1) Prior to the annual Board of Directors meeting there will be a discussion period via e-mail for those items to be put before the Board at the scheduled annual meeting.

(2) Timing for discussion and voting periods will be set by vote of the Board of Directors.

Section 7. Termination and Removal of Directors and Officers.

a. The Board of Directors shall vote on the removal of any board member or officer from his/her position for malfeasance, unresolvable conflict of interest, or lapse of membership.

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

c. In the event vacancies occur in any manner other than by expiration of term of office, the remaining members of the Board, by majority vote, shall temporarily fill the vacancy by appointment from the Voting Membership following the requirements in Article III, Section 2 of these Bylaws. In the instance of the appointment of a Regional Director, the appointee must be a resident of the region concerned. The 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 8. Submission to the Regular Membership.

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

b. Upon the written petition of at least 5 percent of the Voting Membership, any such matter shall be submitted to the Voting Membership for vote.

c. Within 30 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 Article V, Section 2, of these Bylaws; provided that, in the instance of proposed amendments to these Bylaws 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.

a. The President and Vice President of the RRF, shall be elected by the Voting Membership. The Secretary, Treasurer, and Editor-in-Chief of the Journal of Raptor Research shall be elected by the Board of Directors.

Section 2. Election, Tenure, and Qualifications.

a. No member of the Nominating Committee shall be nominated for an elected office or directorship.

b. The Board of Directors shall have general authority to plan for, schedule, and supervise the election of the President and Vice President by the Voting Membership, and Secretary, Treasurer and Editor-in-Chief of the Journal of Raptor Research 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 Voting Members timely notice of both nominations and elections, and reasonable opportunity to nominate and vote for President and Vice President.

(2) Ensure 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) Ensure that elections are conducted in a fair and equitable manner.

c. Voting for President and Vice President shall be by written ballot by electronic mail (or by postal mail for members without electronic mail). Voting by proxy shall be prohibited.

d. Voting for Secretary, Treasurer and Editor-in-Chief shall be conducted either by electronic ballot or at the Board of Directors Meeting held in association with the Annual Meeting.

e. Eligible members may request a written voting ballot no later than 30 days prior to the election.

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

g. 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. Consecutive terms as President may be served.

h. 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.

i. 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.

j. The Secretary, Treasurer, and Editor-in-Chief shall serve three year terms. The current Secretary's term began 1 January 2019, the Treasurer's term 1 January 2017, and the Editor's term 1 January 2019. 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.

k. 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 President-Elect shall be advanced to the office of President. If there is no President-Elect, 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.

l. Neither the President, the Vice President, nor the President-elect shall hold any other officer or Director position in the RRF during their tenure.

m. Any officer 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 Chair of the Board of Directors and shall call and preside at all Directors' Meetings and Regular Meetings of the RRF. RRF 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 RRF 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 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. President-Elect. The President-Elect shall be available to assist the President and Vice President as needed.

d. Past-President. At the discretion of the President and Board of Directors, the Past- President shall serve in an advisory capacity and close out any matters for which he/she was responsible during his/her term.

e. Secretary. The Secretary shall:

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

(2) Send agenda items for the Board of Directors meetings, including electronic and in person meetings. Keep minutes and other records of all Board of Directors meetings. Keep records of all actions taken by the Board of Directors.

(3) Supervise the elections.

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

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

(6) Provide the Board of Directors access to the archive upon request. Manage access to the electronic list serve for the Board of Directors.

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

f. Treasurer. The Treasurer shall:

(1) Serve as the official business point-of-contact for the RRF, including all bank accounts and investment funds.

(2) Serve as custodian of all RRF funds and property and keep a strict accounting of all receipts and expenditures.

(3) Collect and receive all monies due the RRF from whatever source.

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

(5) Manage RRF funds in compliance with the RRF investment policy and ensure that the authorized signatories on bank and investment accounts include the President, Treasurer, and one other officer or member of the Board.

(6) Ensure that expenditures do not exceed cash on deposit in the account.

(7) Maintain full and complete financial records of the RRF, and upon 10-days' notice from the Board of Directors, submit a balance sheet itemizing receipts and expenditures since the last financial review and showing the current cash balance.

(8) Ensure that at the end of each 3-year Treasurer's term the RRF books are reviewed by a disinterested professional approved by the Board of Directors and that a report of such review is furnished the Board of Directors on or before March 31st of the following year.

(9) Serve as contact between RRF and the organization designated by the Board to manage membership.

(10) Perform such other and further duties as the Board of Directors may request.

Section 4. Committees.

The Board of Directors and the 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.

Section 5. Conflict of Interest.

- a. Officers, Directors, Committee Chairs, and any members of RRF who are authorized to manage its funds shall sign and comply with the RRF Conflict of Interest Policy as established by the Board of Directors.

ARTICLE V. REGULAR MEMBERSHIP MEETINGS

Section 1. Regular Meetings.

- a. Time and Place. A physical meeting of the Membership will be conducted by the President or President's designee at the annual conference, and shall be called the 'Regular Meeting'.
- b. Committee of the Whole. 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.
- c. Notice. Written notice of Regular Meetings of the Membership, to include time, place, and business to be transacted, shall be given each voting Member not less than 30 days prior to such meeting.

Section 2. Membership Meetings by Mail.

- a. Any voting by mail (electronic or actual) in which ballots are provided to the entire voting Membership shall be equivalent to a Membership Meeting on the subjects of concern.
- b. For the purpose of meetings held by mail, except as provided for amendments to these Bylaws 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 RRF, not less than 30 days prior to the effective date for counting the ballots.

ARTICLE VI. RRF PUBLICATIONS

Section 1. Editors of RRF publications.

- a. Editors of RRF 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 RRF 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 RRF 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 RRF.
- (2) To persons or institutions, free of charge, as determined by the Board of Directors to be in the best interest of the RRF.
- (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 Regular 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) In electronic format to all Membership classes of the RRF.

As determined by the Board of Directors to be in the best interests of the RRF.

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 RRF shall develop and distribute Resolutions regarding scientific, conservation, and educational issues involving raptors and other natural resources.

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

Section 6. Other Publications and Electronic Outreach.

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

b. Distribution of “other publications and electronic outreach,” shall be prescribed by the Board of Directors.

ARTICLE VII. AMENDMENTS TO THE BYLAWS

Section 1. Amendments to these Bylaws may be approved 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 30 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.

ARTICLE VIII. GENERAL PROHIBITIONS

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

- a. The RRF shall be organized and operated for scientific, conservation, and educational purposes.
- b. No part of the net earnings of the RRF shall or may under any circumstances inure to the benefit of any private shareholder or individual.
- c. No substantial part of the activities of the RRF shall consist of lobbying or taking advocacy positions.
- d. The RRF 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.
- e. The RRF 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 RRF.

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

ARTICLE IX. DISTRIBUTION ON DISSOLUTION

Section 1. Upon dissolution of the RRF 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 Section 1 of ARTICLE VIII, immediately preceding.