CONSTITUTION AND BYLAWS OF THE HOWARD COUNTY BIRD CLUB, A LOCAL CHAPTER OF THE MARYLAND ORNITHOLOGICAL SOCIETY, INC. (MOS)

ARTICLE I NAME

Section 1. The name of this Club shall be the Howard County Bird Club, hereinafter referred to as the Club.

ARTICLE II - PURPOSE

Section 1. The objectives and purposes of the Club are to function as a local chapter of the Maryland Ornithological Society, Inc., serving Howard County, in the furtherance of the objectives and purposes of that Society as set forth in its Articles of Incorporation and Bylaws, and said purposes and objectives shall conform to the provisions of Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Code).

Section 2. The Club is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits, and net income of the Club are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of this Club shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private shareholder or individual. In the event of dissolution of the Club, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Club, dispose of the remaining assets by donation to the Maryland Ornithological Society, or its successor or, if unwilling or unable to accept said donation, dispose of all of the assets of the Club exclusively for the purpose of the Club in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. All funds not disposed of by above procedure shall be disposed of by a court of competent jurisdiction of Howard County, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated for such purposes.

ARTICLE III ANNUAL MEETING, MEMBERSHIP, DUES AND FISCAL YEAR

Section 1. The regular April membership meeting shall be designated as the Club's annual meeting.

Section 2. In accordance with the Manual of Operation of the Maryland Ornithological Society, Inc., there shall be the following classes of membership with rights, privileges and annual dues as set forth below:

A. Regular Membership. There are three categories of regular membership:
Single,
Household, and
Sustaining

B. Junior Membership
Junior membership is limited to persons under 18 years of age.

C. Chapter
At-large members or members of another MOS Chapter who wish to be members of the Howard Bird Club.

D. Special Memberships
Honorary and Life memberships

Section 3. In accordance with the Bylaws of the Maryland Ornithological Society, Inc., the membership year begins September 1.

Section 4. Dues will be decided by the Board of Directors. Annual dues are payable at the beginning of the membership year. Members whose dues remain unpaid as of March 15 shall be dropped from membership, but may be reinstated upon payment of the current year's dues.

Section 5. In accordance with the Manual of Operation of the Maryland Ornithological Society, Inc., the fiscal year begins May 1.

ARTICLE IV BOARD OF DIRECTORS

Section 1. The Board of Directors shall constitute the managing board of the Chapter; as such it shall have the power and authority to carry out policies of the Chapter, as determined at annual meetings, and to conduct the business of the Chapter. The Board shall include two elected Chapter Directors, the elected State Directors, the appointed Standing Committee Chairs, the four (4) elected officers of the Club and the immediate past President of the Chapter. The majority of the board must be composed of elected members.

Section 2. Elected officers and the state Directors shall be elected for a term of one year, and Chapter Directors shall be elected for a term of two years by a majority of the voting members of the Club present at the annual meeting. These terms shall be coincident with the Club's membership year. Chapter Director vacancies shall be filled by one or two year terms as needed to guarantee one twoyear terms each year.

Section 3. If vacancies exist whereby the Board has not the full complement of Directors or Officers, the Board may proceed to elect a Director or Officer to fill such vacancies and the Director or Officer so elected shall serve until the beginning of the next membership year. Said replacement shall stand for election at the next annual meeting.

Section 4. There shall be at least six scheduled meetings of the Board of Directors in any one calendar year, but not more than one regular meeting in any one month. A schedule for the regular meetings shall be determined by the Board at its first regular meeting following the annual meeting of members.

Section 5. The President (or if the President is absent, the Vice President) shall act as Chair at any meeting of the Board. In the absence of both the President and the Vice President, the Board shall designate any other member of the Board to act as Chair at such meeting.

Section 6. A majority of the Board shall constitute a quorum at any meeting of the Board.

Section 7. Special meetings of the Board shall be called by the President or upon request of the majority of the full Board. Notice of a special meeting of the Board may be given by any means that insures a quorum will be present at the special meeting after a reasonable attempt has been made to contact all members of the Board of Directors.

ARTICLE V OFFICERS

Section 1. The officers of the Club shall be a President, a Vice President, a Secretary, and a Treasurer. The term of all officers shall be coincident with the Club's membership year. The time between the annual meeting and the beginning of the membership year shall provide a transition of authority.

Section 2. The President shall preside at all meetings of the Club and shall perform all other functions of that office. The President may serve no more than two consecutive terms of office, except that election to a partial term shall not count toward the two consecutive term limit. There is no term limit for other officers.

Section 3. In the absence of the President, the Vice President shall perform the duties of the President.

Section 4. The Secretary shall perform the usual functions of such office; keep accurate minutes of the Club's business meetings, and shall safely keep all such records. The Secretary shall, within a week of election, provide the Executive Secretary of the Maryland Ornithological Society, Inc., with the names of the Club President and any additional State Directors pursuant to Article VII.

Section 5. The Treasurer shall have custody of the Club's funds which shall be deposited in a financial institution in the name of the Club. The Treasurer shall report to the Board of Directors at its regular meetings or as requested. The Treasurer shall prepare an annual report on the financial condition of the Club along with a proposed budget for the coming year.

Section 6. All checks and drafts of the Club may be signed by the Treasurer or President, except neither may sign their own expense reimbursements.

Section 7. These Officers shall be elected by a majority of the voting Club membership present at the annual meeting.

Section 8. Any Officer of the Chapter may be removed from office by a two-thirds vote of the full Board of Directors. It is necessary to show cause for such removal from office.

ARTICLE VI ELECTION OF BOARD OF DIRECTORS AND OFFICERS

Section 1. A Nominating Committee of at least three members shall be appointed by the President prior to the February meeting. It shall be the responsibility of the Nominating Committee to find a candidate for all open elected positions on the Board of Directors. Additional nominations may be submitted by any two members, with the consent of the nominee, at the March membership meeting. All nominations must be announced to the full membership not less than ten (10) days prior to the annual meeting. Board of Directors members must be a current HCBC member for the full term of their service.

Section 2. Election shall be held at the annual membership meeting. The Chair of the Nominating Committee, or designee, shall preside over the elections.

Section 3. Where only one candidate is nominated for an office, election shall be by acclamation vote. Where more than one candidate is nominated for an office, election shall be by majority vote by ballot of the members present and eligible to vote.

Section 4. Eligibility to vote at the annual meeting shall be limited to all members who are certified by the Treasurer or Membership Chair.

ARTICLE VII DIRECTORS FOR THE MARYLAND ORNITHOLOGICAL SOCIETY, INC.

Section 1. The Club President is a Director for the Maryland Ornithological Society, Inc.

Section 2. State Directors are nominated and elected in the same manner as the Club's officers.

Section 3. In accordance with the By-Laws of the Maryland Ornithological Society, Inc., each chapter shall elect a Director for each one hundred members or part thereof, to serve with the Chapter President on the Board of Directors of MOS.

ARTICLE -VIII COMMITTEES

Section 1. Annually, the Board of Directors shall prepare a list of Standing Committees.

Section 2. The President shall appoint the Standing Committee Chairs annually. All such appointments are subject to approval by the Board of Directors. Standing Committee Chairs are voting members of the Board of Directors.

Section 3. The Board of Directors shall prepare a list of guidelines and goals for-each Committee.

Section 4. All Committees shall operate within the limits set by the Club budget.

Section 5. Committee Chairs shall report to the Board of Directors, at least annually, on the status of their Committees. Additional status reports may be requested as needed by the Board of Directors.

Section 6. Working groups may be appointed or dissolved at any time by the President or by a majority vote of the Board of Directors.

ARTICLE IX – FINANCIAL MATTERS

Section 1. A budget shall be prepared by the Treasurer, approved by the Board of Directors, and made available to the membership at the beginning of the fiscal year. Budget amendments, when necessary, will be approved by the Board.

Section 2. Club revenues shall be sent to the Treasurer for appropriate deposit. Disbursements will be made by the Treasurer in accordance with the adopted budget. Disbursements for other items shall be authorized by a majority vote of the Board of Directors present at its meeting or polled by the President

Section 3. Periodically the President shall appoint an Audit Committee to review the financial books of the Club.

ARTICLE X CHAPTER MEETINGS

Section 1. There will be regular meetings at a time and place suitable to the membership as determined by the Board of Directors.

Section 2. Special business meetings of the Club shall be called by the President on the President's initiative, or upon request by not less than twenty percent of the Club members.

Section 3. Notice of the time and place of each special business meeting shall be given all Club members not less than ten days prior thereto and shall state the purpose of the meeting. No business other than that so stated in the Notice may be transacted at any special meeting.

Section 4. At all regular and special meetings of the Club, ten percent (10%) of the members eligible to vote shall constitute a quorum.

ARTICLE XI ARTICLES OF INCORPORATION AND BYLAWS OF THE MARYLAND ORNITHOLOGICAL SOCIETY, INC.

Section 1. These Bylaws shall be construed and applied, and all functions of the Club hereunder shall be conducted subject to the provisions of the Articles of Incorporation and Bylaws of the Maryland Ornithological Society, Inc., as the same now exist and hereafter may be modified. If there are inconsistencies in these Bylaws, the MOS governing documents shall prevail.

ARTICLE XII AMENDMENTS

Section 1. These Bylaws may be amended, in any manner consistent with the Articles of Incorporation and Bylaws of the Maryland Ornithological Society, Inc., by twothirds vote of the Club members present and voting at any regular or special Club meeting, of which due notice setting forth the amendment shall have been given to the members not less than ten days prior to the meeting.

Section 2. The Secretary shall accurately enter all amendments in the official Club records, and, in the proper location in the Bylaws, shall carefully note that a given Article and Section is modified by a certain amendment.

Section 3. Members may obtain copies of the Bylaws and amendments from the Secretary.

Approved at Howard County Bird Club Regular Meeting, September 11, 2025

Valerie Swan — 9/20/25

President, Howard County Bird Club — Date
Valerie Swan

Charles Stirrat — 9/20/25

Secretary, Howard County Bird Club — Date
Charles Stirrat