

BYLAWS OF FERRY BLUFF EAGLE COUNCIL

(As revised 08/2016)

ARTICLE I - NAME

Section 1. This Organization shall be known as the Ferry Bluff Eagle Council, Inc.

Section 2. The place where this Organization shall have its principal office will be the address of the current president.

ARTICLE II - PURPOSE

Section 1. To protect, maintain and enhance year round eagle habitat and collaborate with select other birding activities in the Sauk Prairie area.

Section 2. This shall be done through education, research and habitat management activities.

ARTICLE III - MEMBERSHIP

Section 1. Membership is open to any person or organization.

Section 2. Classes of membership shall be established by the Board of Directors.

Section 3. Annual dues of membership shall be as established by the Board of Directors.

Section 4. All classes of membership shall enjoy all the rights and privileges pertaining to the membership.

Section 5. The membership year shall coincide with the fiscal year of the organization. Within the membership year, membership is effective from the date dues are received to the end of that member year.

ARTICLE IV - OFFICERS

Section 1. The officers of the Organization shall be a President, a Vice-president, a Secretary and a Treasurer (plus a Board of Directors as clarified in Article V). The term of office shall be two years. No person shall hold any one office for more than two consecutive terms or until a successor is elected. Officers shall assume office on October 1, or upon election at the fall general membership meeting, whichever is later.

Section 2. Should any office become vacant for any reason, the Board of Directors shall appoint a member to fill the vacancy for the balance of the term.

Section 3. The President shall serve as the executive officer of the Organization, preside at all meetings of the membership and the Board of Directors and be a member ex-officio of all committees.

Section 4. The Vice-president shall preside at Board and membership meetings in the absence of the president and perform such other duties as may be assigned by the President or the Board.

Section 5. The secretary shall keep and maintain minutes of membership and Board meetings.

Section 6. The Treasurer shall collect all funds due and shall disburse monies to satisfy purchases and expenses as prescribed by the Board of Directors and shall keep a valid record of credits, debits, all records of members, and shall deliver a status report of funds at board and membership meetings. Any amount of \$500.00 or more shall have prior approval by the Executive Committee or Board of Directors.

ARTICLE V - DIRECTORS

Section 1. There shall be a Board of Directors which shall consist of the President, the Vice-president, the Secretary, the Treasurer, and at least four or up to six elected Directors, each of whom shall have a vote on all issues and business matters. Elected Directors shall serve staggered terms of two years with at least two Directors elected each year.

Section 2. The Board of Directors shall carry out the mandates and policies of the organization determined by the membership. Between meetings of the general membership, the Board of Directors shall carry out the business of the organization and determine policy not in conflict with these bylaws and policies determined by the membership.

Section 3. The Board of Directors shall meet at least six times per year to plan and carry out the business of the organization. A majority of members shall constitute a quorum for business.

Section 4. The Board of Directors shall submit an annual report of the organization's activities to the membership within three months of the close of the fiscal year.

Section 5. The Board of Directors shall request an annual audit of the organization's financial records and shall submit a statement of the annual audit to the membership in a newsletter.

Section 6. The Board of Directors shall have responsibility for managing all the assets of the organization and making policy.

Section 7. The Board of Directors shall be empowered to enter into contracts and make other legally binding decisions.

ARTICLE VI - GENERAL MEETINGS

Section 1. Regular meetings of the Organization shall be held a minimum of two a year on a date, time and at a place determined by the Board. Robert's Rules of Order shall govern all deliberations except as provided by these By-laws.

Section 2. Special meetings may be called by the President or the Executive Committee for a given stated purpose and at least five days written notice to the membership. No other business beyond the stated purpose for the special call may be served.

Section 3. Quorum at general meetings shall be 10 of the members for the conduct of business.

ARTICLE VII - REVENUE

Section 1. The fiscal year of the Organization shall be from October 1 through September 30 of the following year.

Section 2. The Treasurer's books shall be audited annually by an auditing committee consisting of two members appointed by the President or an outside accountant.

ARTICLE VIII - COMMITTEES

Section 1. The standing committees of the organization shall be as determined by the Board of Directors. As of October 1, 2014, committees are:

- A. Executive/Administration
- B. Bald Eagle Watching Days
- C. Education
- D. Habitat/Research
- E. Membership

The Board of Directors may establish such other standing committees as necessary to carry out the work of the organization. The officers of the Board of Directors shall serve as members of the Executive/Administrative committee.

Section 2. Except for the President, members of the Board of Directors shall be appointed by the Board of Directors to the standing committees of the organization to serve as chair, vice chair, or to serve as oversight liaison to the committee.

Section 3. A Nominations Committee is chosen by the Executive Committee. This Committee shall select at least one nominee for each expiring office and directorship. Such nomination shall be presented to the membership at the fall General Meeting for a vote.

ARTICLE IX - ELECTION PROCEDURE

Section 1. The Nominating Committee shall present the slate of candidates to the voting body at the Business portion of the fall General Meeting.

Section 2. The President shall call for nominations from the floor before declaring nominations closed and proceed to conduct the annual election. Voting shall be as determined by those attending. A plurality of votes cast shall be required to elect any Officer or Director.

Section 3. Only members in good standing, as determined by the Treasurer, shall be eligible to hold office or to vote.

Section 4. Voting shall be by individuals and no person may cast more than one vote

ARTICLE X - AMENDMENTS/REVISION

Section 1. These by-laws may be amended or revised by a two-thirds majority vote of members present after presentation and discussion at a previous meeting or after the entire membership has received, via U. S. mail, written notification of the specific bylaw amendments at least thirty days in advance.

Section 2. Upon the dissolution of Ferry Bluff Eagle Council, Inc. (the “corporation”), the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets by conveying the assets to one or more charitable, scientific or educational organizations as described in Section 501(c)(3) of the Internal Revenue Code, in the following order of priority:

1. To a successor organization to this corporation, if any;
2. To one or more organizations within Sauk or Dane Counties with charitable, scientific or educational purposes to protect, maintain or enhance avian habitat;
3. To one or more exempt organizations, as determined by majority vote of the Board of Directors; or,
4. To the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted 09/12/1990
Revised 09/13/1998
Revised 01/23/2000

Revised 11/16/2002
Revised 08/17/2014