

PROPOSED UPDATE TO THE OCTOBER 5, 2012, EDITION OF THE NABS BYLAWS

When the NABS Board rewrote the Bylaws in 2012 it acknowledged that some minor changes might be needed in the future to correct errors or omissions and clarify language.

The Board began a comprehensive review of the 2012 Bylaws in 2016. From that review came the following list of changes, most of which are “housekeeping changes” intended to make the Bylaws more correct and easier to read and understand.

A vote of the membership is required to allow us to implement this update. We ask you to review the proposed Bylaws changes that are laid out. Each change is described by an italicized explanation, followed by the new text. You can also review the current 2012 Bylaws document in its entirety on the NABS website by clicking on the ‘ABOUT NABS’ entry at the top of the Home Page, then clicking on ‘LEGAL’ in the drop-down menu that appears, then clicking on the ‘NABS BYLAWS’ line on the Legal Information and Documents Page.

The vote on this update will be a single line item on the Annual Election of Directors ballot that will be included with the Summer issue of the journal.

We thank you in advance for your participation in this mundane but important vote.

ARTICLE IX - GOVERNANCE

Paragraph 8 was moved out of Article IX into Article X because it is procedural and more closely aligned with the context of Article X. Renumbered Paragraph 9 to Paragraph 8.

ARTICLE X – FUNDS AND ACCOUNTS

Paragraph 8 from Article IX was moved into Article X as Paragraph 4 and subsequent paragraphs were renumbered. Replaced word ‘funds’ with ‘cash assets’ for clarity. Added a statement requiring use of U. S. Treasury securities, and FDIC or NCUA protected accounts. New Paragraph 4 now reads as follows:

4. All cash assets of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such bank or banks or other depositories as the Board of Directors may elect. Only securities issued by the U. S. Treasury and/or commercial accounts protected by Federal Deposit Insurance Corporation (FDIC) or National Credit Union Administration (NCUA) deposit insurance shall be used by the organization for said deposits.

ARTICLE XI - ELECTION OF DIRECTORS

Paragraph 1: Deleted date-specific and procedural language from Paragraph 1 that was redundant to Article XVIII, Paragraph 2 and made Paragraph 1 reference Article XVIII. Paragraph 1 now reads as follows:

1. A slate of candidates for election to the Board of Directors shall be presented by the Nominating Committee, approved by the current Board and published to the membership in accordance with Article XVIII.

Paragraph 2: Changed the deadline date for nominations from May 15 to May 1 to provide adequate time for Board review. Also clarified language. Paragraph 2 now reads as follows:

2. In addition to names submitted by the Nominating Committee, any NABS member in good standing may nominate candidates for election to the Board by submitting the names of such candidates to the Chair of the Nominating Committee, the President or the Secretary by mail or email on or before May 1ST. Consent of the nominee must be obtained prior to the submission to the Board.

Paragraph 3: Simplified the process of filling mid-term vacancies. Currently, if someone is appointed to the Board to fill a mid-term vacancy they will then be voted on by the membership at the next election, regardless of when the term of that position was set to expire. e.g. A Director resigns 1&1/2 years into her 3-year term. The Board appoints someone to replace her. The replacement person is then voted on by the general membership 6 months later at the next annual election, membership then votes on the replacement again a year later when the 3-year term of the position expires. Under the new procedure appointments will fulfill the remainder of the 3-year term. Thus, in the above example, the membership would not be voting on the replacement person 6 months after she had been appointed. Also addressed the circumstance of increasing the number of Board members in this procedure. Paragraph 3 now reads as follows:

3. When vacancies on the Board occur between Annual Elections, and when the Board acts to add Directors as described in Article XII Paragraph 2, the President may appoint persons to fill such vacancies. Such appointments shall be subject to Board approval.

Paragraph 4: Moved the old Paragraph 4 to Article XII as Paragraph 1. Moved the old Paragraph 3 from Article XII here to become the new Article XI Paragraph 4 and reworded it to give Board terms specific start and end dates and clarify that Directors appointed mid-term serve the rest of the 3-year term. Paragraph 4 now reads as follows:

4. Directors elected via the Annual Election process serve a three-year term which commences on October 1st following that Annual Election and ends September 30th three years hence. Directors appointed to fill a vacancy serve the remainder of the three-year term of the vacant position.

New Paragraph 5 was added to codify the rule that there is no limit to the number of times a NABS member can be nominated for election to the Board. Paragraph 5 reads as follows:

5. There is no limit to the number of times a NABS member can be nominated for election to the Board.

ARTICLE XII - BOARD OF DIRECTORS

Paragraph 1: Moved the old Article XI Paragraph 4 here to become Article XII Paragraph 1. The new Paragraph 1 reads as follows:

1. Only a NABS member in good standing shall be eligible to be a member of the Board.

Paragraphs 2 & 3: Reversed the order of old Paragraphs 1 & 2 (now 2 & 3) so the definition of the triennial classes would precede the new language requiring the Board maintain balance of the three classes if/when the Board adds or deletes positions from the Board. Also reduced minimum number of Directors from 15 to 12. Paragraphs 2 & 3 now read as follows:

2. The Board shall be comprised of three (3) triennial classes with approximately one third (1/3) of the members of the Board in each class.

3. The Board of Directors shall consist of at least twelve (12) elected Directors. Additional Directors, up to a maximum total of twenty-one (21), may be added with the approval of two thirds (2/3) of the existing members of the Board. Any such additions of Director positions will be done in such a way as to keep the three triennial classes in balance. The Board may reduce the number of Director positions, keeping within the range of 12 to 21 positions, only through attrition and only by keeping the three triennial classes in balance.

Original Paragraph 3 was rewritten and moved to Article XI Paragraph 4.

Paragraph 6 was clarified by removal of extraneous and confusing language. Paragraph 6 now reads as follows:

6. A member of the Board may be removed by a two-thirds (2/3) vote of the remaining Directors, whenever it is judged to be in the best interest of the organization. Excessive unexcused absence from consecutive Board meetings may be the basis of such judgment; however, no cause need be stated or given for the Board's action to remove a member. In order for the vote to be effective, notice of the meeting and the vote of the proposed removal must be given to all Board members not less than 10 days prior to the meeting, teleconference or video-conference where the vote will be taken.

ARTICLE XIII - OFFICERS

Paragraph 4 was changed to reflect the specific start and stop dates for Officers' term of office. Paragraph 4 now reads:

4. The term of office for Officers shall be one (1) year, December 1 to November 30.

Paragraph 6 was changed to delete the superfluous second sentence. Paragraph 6 now reads:

6. Within ninety (90) days following the Annual Election, the Board shall conduct an Election of Officers from within its members.

ARTICLE XVII - MEMBERSHIP

Moved Paragraph 4 from Article XVII to Article XVIII. It applies to voting eligibility.

ARTICLE XVIII - ANNUAL ELECTIONS AND VOTING PROCEDURES

Paragraph 1: Deleted the sentence about nomination closure date from Para 1. This date (which is being changed to May 1st) is defined in Article XI. Paragraph 1 now reads:

1. The Society shall hold one election each year on August 15th (referred to as the Annual Election). This election shall be for the purpose of electing a slate of directors and for voting on any other matters which the Society's membership is required to approve.

Paragraph 2: Rearranged content of first sentence to clarify that the date specified only applies to the website posting, and specified the issue of the journal in which the election notice appears.

Paragraph 2 now reads:

2. Notice of the Annual Election including the slate of candidates for election to the Board of Directors and any other items to be voted on shall be published to the membership on the Society's website no later than June 15th and in the Summer issue of the Society's quarterly journal. The Summer issue of the journal shall include a ballot which must be received by the Society at the address listed on the ballot by August 15th.

Paragraph 3: Changed second sentence to add specification that Bylaws require a 2/3 majority approval. This was done to agree with Article XXII, Paragraph and guidance from 'Robert's Rules of Order'. The second sentence now reads: All voting results shall be decided upon by a simple majority of those ballots received, with the sole exception that any proposed changes to the Bylaws require approval of two-thirds of the ballots received to be enacted.

Paragraph 4: Moved here from Article XVII, Paragraph 4. It reads:

4. Only members in good standing on May 15th shall be eligible to vote in the Annual Election.

Articles XIX and XX: Deleted the redundant reference to Due Notice from Article XX and expanded on it in Article XIX.

Article XIX now reads:

ARTICLE XIX - ANNUAL MEETINGS

The Society shall hold an Annual Meeting at a date, time, and place determined by the Board of Directors. Due Notice of the date, time and place of the Annual Meeting shall be published in the Society's quarterly journal and on the Society's website at least 60 days prior to the meeting.

Article XX now reads:

ARTICLE XX - QUARTERLY JOURNAL

As an obligation to all NABS members in good standing, the Board shall publish a quarterly journal which covers news of interest to the members of the Society as well as other bluebird enthusiasts, citizen scientists, researchers, academics, and scientists in order to serve the mission and purpose of promoting the prosperity of bluebirds and other native cavity-nesting species. A copy of the journal shall be mailed to all members.

ARTICLE XXII - AMENDMENTS

ARTICLE XXII: Paragraph 2: Clarified that proposed Bylaws changes will be printed in the Summer issue of the Society's quarterly journal. Paragraph 2 now reads:

2. The text of proposed amendments to the Bylaws of the organization, accompanied by an explanation for proposing the change, shall be published in the Summer issue of the Society's quarterly journal, and on the Society's website at least 60 days prior to the Annual Election at which they are to be considered for adoption.