

BYLAWS OF THE DENVER FIELD ORNITHOLOGISTS, INC.

ARTICLE I IDENTIFICATION AND OFFICE

- 1.1 **Name.** The name of the Corporation is Denver Field Ornithologists, Inc. (DFO).
- 1.2 **Business Office.** The principal office of the Corporation shall be in the State of Colorado. The address shall be the office of the current Treasurer as published in *The Lark Bunting*.

ARTICLE II PURPOSES AND GENERAL POLICY

- 2.1 **Purposes.** The Corporation is established to promote interest in the study and preservation of birds and their habitats and to support local and national movements for bird and habitat protection and shall conform to the provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III MEMBERS

- 3.1 **Membership.** Any person interested in the purposes of this organization shall be eligible to apply for membership.
- 3.2 **Classes of Membership.** Classes of memberships may be established from time to time by a two-thirds vote of the Board of Directors (“Board”).
- 3.3 **Honorary Life Memberships.** Honorary life memberships may be voted by the members at any regular meeting of the DFO, provided that nominations for such membership shall be made by and through the Board.
- 3.4 **Annual Dues.** Annual dues for members shall be determined annually by a two-thirds vote of the Board and assessed by the calendar year, payable as of January 1.
- 3.5 **Membership List.** The DFO shall keep an online membership database containing the name and address of each member in good standing. Termination of the membership of any member shall result in removal from the database. Such database shall be kept by the DFO’s Membership Chair or other person as designated by the Board.

ARTICLE IV MEETINGS OF MEMBERS

- 4.1 **Place of Meetings.** Meetings of members shall be held at a place as may be designated from time to time by resolution of the Board.

- 4.2 Regular and Annual Meetings.** Regular meetings of the DFO shall be held monthly except during the months of May, June, July, and December (no scheduled meetings during these four months). The date of such meetings shall be the fourth Monday of the month. The President shall have the authority to schedule special meetings or reschedule regular meetings upon proper notice to the membership. The annual meeting shall be held at the regular April meeting. The President, or Vice President in his/her stead, shall conduct meetings.

ARTICLE V BOARD OF DIRECTORS

- 5.1 Role.** The affairs of the corporation shall be governed and all corporate powers exercised by or under the direction of the Board. The Board may delegate the management of some activities of the Corporation to committees, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.
- 5.2 Composition and Term of Office.** The Board shall consist of 10 to 17 members eighteen years of age or older including (a) five Officers of the DFO (President, Vice President, Secretary, Treasurer, and Membership Chair) who shall be elected to one-year terms, and (b) five to twelve Directors who shall be elected to three-year terms, with two or more of the five to twelve to be elected each year. The Past President may serve as an *ex officio* member of the Board. Terms begin immediately, or as soon as practical, following the election.
- 5.3 Nominating Committee.** Nominations of Officers and Directors shall be made by a committee of at least three members appointed by the President and nominations shall be presented to the membership at least one month before the election.
- 5.4 Election.** Election of the Officers and Directors shall be by a majority of the voting DFO members present in person at the annual meeting of members.
- 5.5 Authority of Directors**
- 5.5.1** The Bylaws may be amended, repealed, or modified by a two-thirds majority vote of the Board, but no change shall become effective until 30 days after its adoption.
- 5.5.2** The President of DFO shall be President of the Board, but shall have no vote except in the case of a tie.
- 5.5.3** All Directors other than the President are entitled to one vote.
- 5.5.4** The Board is authorized to fill by a majority vote of the remaining members of the Board, even though less than a quorum, any vacant Officer or Director position,

occurring for any reason, on an interim basis, with the appointed Officer or Director serving only until the next annual election.

- 5.5.5** An Officer or Director may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date. Any Director or agent may be removed at any time with or without cause by the Board or an officer or officers authorized by the Board.
- 5.5.6** The duties of the Directors shall be those common to such offices.
- 5.5.7** The Board determines who shall be authorized to sign, on the Corporation's behalf, bills, receipts, endorsements, checks, releases, contracts, and documents.
- 5.5.8** The Treasurer shall consult with the Board on all expenditures of \$150 outside of the approved budget.
- 5.5.9** For purposes of consultation, other members may be invited to Board meetings.
- 5.6 Compensation.** Directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses, if any, incurred in the performance of their duties.
- 5.7 Meetings of the Board of Directors.** There shall be at least quarterly (4) meetings of the Board in any one calendar year. Board meetings are open to the membership.
- 5.8 Place of Meetings.** The time and place of meetings of the Board shall be designated, from time to time, by resolution of the Board.
- 5.9 Quorum for Meetings.** A majority of the Board shall constitute a quorum. This quorum may be satisfied by members of the Board being present in person, via video or teleconference, or represented by written proxy. If an issue or motion is brought before the Board and there is not a quorum present, then that issue or motion must be tabled and not considered.
- 5.10 Majority Action as Board Action.** Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board. If a Board member cannot attend a regular or special meeting, that Board member can give his/her written proxy to another Board member in accordance with the proxy requirements as specified in ARTICLE V, SECTION 5.9 of these Bylaws.
- 5.11 Emergency Decision Making Without Meeting.** To facilitate decision making in a situation that is an emergency or needs timely action, the President, or in his or her absence, the Vice President, may conduct a poll of the Board members for a decision,

without convening a meeting of the Board. The method of polling the Board members can be by telephone, e-mail, or in person. The President shall make a best-effort attempt to contact all Board members, giving due consideration to the time requirements of needed to make a decision and take action. The President shall explain the background and need for the decision or action, including the need to make the decision prior to the next Board meeting, and provide a balance of pros and cons related to the proposed decision or action. A decision or action shall be considered approved if the number of votes cast by this emergency voting procedure equals or exceeds the quorum requirements for a meeting as outlined in SECTION 5.9 of this ARTICLE hereinabove, and the number of votes approving the decision or action exceeds the number of votes opposed to the decision or action.

5.12 Robert's Rules of Order. Robert's Rules of Order, current edition, may be invoked by the President or a majority vote of the Directors present at any meeting of the Board.

5.13 Conduct of Board Meetings. The President or, in his/her absence, the Vice President, shall act as Chairperson at any meeting of the Board. In the absence of both the President and Vice President, the Board shall designate any other member of the Board to act as Chairperson at such meeting.

5.13.1 The Board Meeting minutes shall be published on the DFO website.

5.13.2 The Secretary shall format Board meeting minutes to provide a consistent record over time including (a) members present and absent; (b) discussion summary of and exact language of the motion being voted upon; (c) persons introducing and seconding the motion; and (d) the vote, listing yeas, nays, or unanimity.

5.13.3 The Board shall conduct an Executive Session (with separate minutes recorded) as part of Board meeting when needed to discuss sensitive DFO business.

5.13.4 The Secretary shall email minutes to board members for corrections or approval. Following approval by the board at the next board meeting, the Secretary shall upload the minutes to the DFO website member section and provide minutes and separate Executive Session (if any) minutes to the DFO Historian and Denver Museum of Nature and Science DFO archives.

5.14 Nonliability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE VI COMMITTEES

6.1 Establishment of Committees. The Board may by resolution duly adopted under a quorum, establish, from time to time, such committees as it may deem necessary to assist it in its work. The resolution establishing such committees shall state the purpose, time

line, and authority of each committee. No Committee shall have the authority to usurp the powers of the Board.

ARTICLE VII FINANCE AND EXECUTION OF INSTRUMENTS

- 7.1 Checks and Drafts.** All checks, drafts and orders for payment of money shall be signed in the name of the Corporation by the President, Treasurer, or such other officers or agents as the Board shall from time to time designate for that purpose.
- 7.2 Contracts, Conveyances, or Other Instruments.** The Board shall have the power to designate the officers and agents who shall have authority to execute any instrument in behalf of this Corporation.
- 7.3 Deposits.** All Corporate investment funds shall be administered in compliance with the Corporation's Investment Policy and Procedures, including Appendix 1. Funds shall be expended only to advance the purposes and to pay the proper expenses of the Corporation. No expenses or disbursements of the Corporation shall jeopardize its tax-exempt status with the Internal Revenue Service or its status as a Colorado Not-for-Profit Corporation.
- 7.3.1** The Investment Committee, established by the Investment Policy and Procedures, shall provide oversight of all investment matters of the Corporation and shall make regular reports regarding investment performance to the Board.
- 7.4 Budget.** The Treasurer shall provide for Board approval a proposed budget for the next fiscal year at the November Board meeting.
- 7.5 Treasurer's Report.** An end-of-year Treasurer's Report shall be published annually in the April *Lark Bunting*, the DFO website, and presented at the Annual Meeting.
- 7.6 Financial Review.** There shall be a review of DFO financial reports and records annually to ensure Corporate funds are being administered in accord with Board policies, the interests of the membership, and governing laws.

ARTICLE VIII INDEMNIFICATION

- 8.1 Right of Indemnity.** It is the policy of this Corporation to provide indemnity to its Officers and Directors who act in good faith and reasonably believe that their conduct in their capacity as such Officer or Director of the Corporation was in the best interests of the Corporation and was in a manner consistent with the Colorado Revised Nonprofit Corporation Act. Such indemnity shall pertain to any claim, action or proceeding in which an Officer or a Director is acting by virtue of holding an office or position as an Officer or Director of this Corporation. Indemnification is effective only to the extent permitted by law and is directly and appropriately authorized in writing by appropriate Corporation action.

The Corporation may, if the Board so authorizes, purchase insurance to protect Corporation Officers and Directors from actions taken by such individuals on behalf of the Corporation.

Notwithstanding any other provision of these Bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under Section 4941 of the Internal Revenue Code.

ARTICLE IX DISSOLUTION

- 9.1 Liquidation of Assets.** Upon any dissolution or termination of this Corporation, all of its assets remaining after payment to creditors shall be distributed to such organizations, organized and operated exclusively for and as charitable, educational or scientific purposes under Section 501 (c)(3) of the Internal Revenue Code as the Board may determine.

ARTICLE X GENERAL CORPORATE MATTERS

- 10.1 Not-for-profit Purpose.** This Corporation is organized and shall be operated exclusively as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, for charitable, educational or religious purposes specified in Section 501(c)(3).

No part of the net earnings of this Corporation shall inure to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation) and no private individual shall be entitled to share in the distribution of any Trust assets. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office (including the publication or distribution of statements).

- 10.2 Construction.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Colorado Revised Nonprofit Corporation Act shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both a corporation and a natural person, female or male.

ARTICLE XI PUBLICATIONS

- 11.1 Newsletter.** The monthly newsletter of the DFO is *The Lark Bunting*.
- 11.2 Website.** The website of the Corporation is located at <<http://dfobirds.org>>.
- 11.3 Other Publications.** The Corporation may publish other publications as the Board may from time to time deem useful to accomplish the purposes of the organization.

ARTICLE XII HISTORY OF DFO AMENDED BYLAWS (Article 5.5.1)

Original Bylaws March 3, 1935

Amendments adopted by Board of Directors January 1936

Amendments adopted by the Board of Directors February 21, 1943

Amendments adopted by the Board of Directors January 18, 1966

Amendments adopted by the Board of Directors October 24, 1988

Amendments adopted by the Board of Directors February 1994

Amendments adopted by the Board of Directors March 10, 1995

Amendments adopted by Board of Directors Spring 2006

Amendments adopted by Board of Directors October 2006

Amendments adopted by Board of Directors Fall 2006 (Meeting Date Changes)

Amendments adopted by Board of Directors February 21, 2012, Newell Grant, Secretary

Amendment to Article 5.2 adopted by Board of Directors on February 13, 2014. Kayleen A. Niyo, Secretary

These Amended and Restated Bylaws were adopted by action of the Board of the Corporation this 25th day of November 2014. Kayleen A Niyo, Secretary

These Amended and Restated Bylaws were adopted by action of the Board of the Corporation this 12th day of November 2015. Kayleen A. Niyo, Secretary

These Amended and Restated Bylaws were adopted by action of the Board of the Corporation this 12th day of May 2016. Kristine Haglund, Secretary

These Amended and Restated Bylaws were adopted by action of the Board of the Corporation this 12th day of May 2017.

/s/ Debbie James
Secretary