

(Proposed Amendments--September 7, 2004)

CONSTITUTION  
Of the  
BUFFALO ORNITHOLOGICAL SOCIETY, INC.

ARTICLE I

General Provisions

SECTION 1. The name of this corporation is Buffalo Ornithological Society, Inc. (hereinafter called the Society), and it shall constitute the Ornithological Section of the Buffalo Society of Natural Sciences.

SECTION 2. The purposes of the Society shall be the promotion of the scientific study of birds, particularly of the Niagara Frontier Region Study Area defined in Article XII of this Constitution, the establishment and maintenance of refuges; the establishment of research, education and interpretive facilities; participation in any other measures aimed at the improvement of conditions affecting birds and such other purposes and objects as are set forth in paragraphs "6" and "7" of the Certificate of Incorporation of the Society, which paragraphs provide as follows:

6. The purposes and objects of said Corporation shall be the promotion of the scientific study of the birds of the Niagara Frontier Region, the establishment and maintenance of Sanctuaries, and active participation in any other measures aimed at the improvement of the conditions affecting birds and to acquire both real, personal and mixed property and to purchase and hold the same and to mortgage and sell the same, to accomplish and to promote, however, only the aims and purposes set forth hereinabove.

7. To hold meetings, lectures and exhibitions, and to develop and maintain a library, in the interest of bird study and of the conservation of natural resources.

SECTION 3. The principal office of the Society shall be at the Buffalo Museum of Science, in the City of Buffalo, Erie County, New York.

SECTION 4. The operating and fiscal years of the Society shall begin at the Annual Meeting of the Society calendar year.

SECTION 5. The Society is organized and operated exclusively for the purposes set forth in Section 2 of this Article. No part of any funds of the Society shall inure to the benefit of any individual, and no officer, member or employee of the Society shall

receive or be entitled to receive any pecuniary benefit from the operations or funds of the Society, except reasonable compensation for services actually rendered. In the event of dissolution or termination of the Society, title to and possession of all the property of the Society shall pass forthwith to such organization dedicated to similar purposes and then qualifying as an exempt organization under the United States Internal Revenue Code as the Society shall deem by resolution duly adopted best qualified to carry out and promote the functions, programs and purposes of the Society.

## ARTICLE II

### Membership

SECTION 1. There shall be six (6) classes of membership, namely, Honorary Members, Fellows, Citation Members, Active Members, and Associate Members., ~~and Corresponding Members.~~

SECTION 2. Honorary Members shall include any person deemed worthy of the honor and elected to such membership on the basis of his eminence in ornithology or aid given to the Society. Election of any person as an Honorary Member shall be made only upon the favorable recommendation of a majority of the Fellows and upon subsequent acceptance of such recommendation by two-thirds of the members present at any regular meeting.

SECTION 3. Fellows shall include such members as from time to time have been or may be elected by the Fellows. The basis of selection of Fellows shall be their outstanding service to the field of ornithology in general and to the Society in particular.

SECTION 4. Citation Members shall include ~~those such~~ members ~~who as~~ from time to time have been or may be elected by Fellows on the basis of their important contribution in time and effort on behalf of the Society.

SECTION 5. Active Members shall include such members as from time to time have been or may be recommended by a majority of the Membership Committee from the roster of Associate Members and subsequently accepted by vote of two-thirds of the Fellow, Citation Members and Active Members present at any regular meeting. Active participation in the affairs of the Society shall be an essential requirement for elections to this class of membership.

SECTION 6. Associate Members shall include any other persons ~~sixteen years of age or older~~ who from time to time have been or may be accepted by the Membership Committee because of their interest in ornithology.

~~SECTION 7. Corresponding Members shall include any persons who have been or may be accepted by the Membership from time to time and whose attendance at the Society's meetings is seldom possible, but whose observations or ornithological activities are~~

~~deemed of interest and value to the Society. All former members who no longer live in the Niagara Frontier Study Area defined in Article XII, Section 1 of this Constitution or who live within it but too far away to attend meetings but who wish to remain associated with the Society, shall be eligible for this class of membership.~~

SECTION 87. ~~Any person whose m~~Upon the recommendation of the Membership Committee the membership of any person may be terminated following thirty day notice if the activities of that person are deemed by a majority vote of all members to be detrimental to the welfare of the Society. Those members whose dues remain unpaid four or more months after the beginning of the fiscal year will be terminated. Any person whose membership has been terminated pursuant to Article IX, Section 2 of this Constitution may be re-elected or re-admitted to membership only in accordance with the same provisions of this Constitution governing the admission to membership of any other person.

SECTION 98. No person upon his election or admittance to any class of membership for which dues are payable shall be eligible to vote or otherwise participate in the affairs of the Society until such dues are paid in full.

### ARTICLE III

#### Duties of Members

SECTION 1. It shall be the duty of Fellows, Citation Members and Active Members to take an active part in the Society's work. This may include reporting observations to the Statisticians, attending and participating in meetings of the Society, leading and attending field trips of the Society, participating in the Society's bird counts, engaging in individual research projects, helping in the research of others and serving on committees to assist in fulfilling the purposes of the Society.

### ARTICLE IV

#### Officers

SECTION 1. The officers shall consist of a President, a Vice President, a ~~Recording Secretary, a Corresponding Secretary,~~ a Treasurer, ~~a Librarian,~~ two Statisticians and an ~~Archivist/Historian,~~ each of whom shall be chosen from among the Fellows, Citation Members, Active Members and Associate Members.

## ARTICLE V

### Election and Term of Office of Officers

SECTION 1. Election of Officers shall be held at the Annual Meeting.

SECTION 2. Each Officer shall assume the duties of his office immediately upon his election and shall hold such office until the next Annual Meeting except as provided in the following section.

SECTION 3. In the event the office of President shall become vacant, the Vice President shall become President with all the powers, duties and authority of that office. In the event of a vacancy in any other office between the dates of Annual Meetings, such vacancy shall be immediately filled until the next Annual Meeting by majority vote of all members then serving on the Council.

SECTION 4. At a regular meeting not later than the last regular meeting prior to the Annual Meeting, the Nominating Committee shall submit its recommendations of one or more members for each office for the ensuing year. Other nominations for any office may be made by any member at the Annual Meeting with the consent of the nominee. Election shall be by majority vote of all Fellows, Citation Members, Active Members and Associate Members present.

## ARTICLE VI

### Duties of Officers

SECTION 1. The President shall preside at meetings of the Society, appoint the members of all committees and further the interest of the Society. He or she shall serve as a member of the Council ~~of Society~~ by virtue of his or her office. The President shall submit at the Annual Meeting a written report of the activities of the Society during his or her tenure of office.

SECTION 2. The Vice President shall preside at all meetings of the Society in the absence of the President and shall assist the President in promoting the active and efficient operation of the committees.

SECTION 3. The ~~Recording~~ Secretary shall keep the minutes of the meetings of the Society and report upon them.

~~SECTION 4. The Corresponding Secretary shall write such letter for the Society as shall be deemed necessary by the officers and/or members and shall keep a file of all correspondence of the Society.~~

SECTION 54. The Treasurer shall have custody of all moneys and securities belonging to the Society. The record of accounts of the Treasurer shall be kept in books belonging to the Society which shall be open to inspection by the Council, and shall be subject to call by the Society. It shall be his or her duty to:

(a) collect members' dues, subscriptions to The Prothonotary and any other moneys due to the Society;

(b) disburse moneys as directed by vote of a majority of members present at any regular meeting;

(c) keep records of the financial condition of all funds of the Society and of the financial relations of the Society and its members;

(d) make a full report at the Annual Meeting of the financial condition of each fund of the Society and of the receipts and disbursements of each fund during the fiscal year then ending;

(e) mail statements three months after the Annual Meeting to all members whose dues then remain unpaid;

(f) forward to the Council-Membership Committee four months after the Annual Meeting fiscal year a list of all members whose dues then remain unpaid;

(g) attend meetings of the Council serve as a member of the Council by virtue of his or her office.

SECTION 65. The LibrarianArchivist shall have charge of the Hazelton Library and the central files of the Society, ~~and it~~ shall be his or her duty to provide adequate housing and care for all library materials, ~~therein and to~~ make such appeals or recommendations for additions as shall in his or her opinion make the library of greatest usefulness to the members, provide copies of files or other archive materials when appropriate, maintain records of borrowings and use such other archival procedures as shall be appropriate.

SECTION 76. The Statisticians shall keep original and permanent records of all bird observations and other ornithological data submitted to the Society by members and others. They shall evaluate all such observations and make all decisions as to their validity that are required. The Statistician's decisions shall be final. These reports and records may be consulted by members and other qualified persons upon request to and at the discretion of the Statisticians. To assist them in the preparation of reports for publication in The Prothonotary or for other appropriate purposes, the Statisticians shall select a member of the Society as Compiler. The Compiler's term of service shall be at the discretion of the Statisticians.

~~SECTION 8. The Archivist/Historian shall have charge of the files of the Society. It shall be his or her duty to control access to the locked files, to provide copies or~~

~~information therefrom when appropriate, to assure return of material removed therefrom by maintaining records of borrowings from the files, and to use such other procedures as shall be appropriate.~~

## ARTICLE VII

### Council

SECTION 1. There shall be a Council which shall consist of nine members of the Society chosen from among the Fellows, Citation ~~Members and Active~~Members, Active Members, and Associate Members. If the President and Treasurer and the Editor of The Prothonotary are not otherwise members of the Council at any time during their respective tenures of office, they shall serve as additional members of the Council during the term of and by virtue of their respective offices, with the same rights to participate in and vote at meetings of the Council as any other member.

## ARTICLE VIII

### Election and Term of Office of Members of Council

SECTION 1. Election of Members of the Council shall be held at the Annual Meeting.

SECTION 2. Each member of the Council shall assume the duties of his position immediately upon his election and shall hold such position until expiration of the term for which he was either heretofore or may hereafter be elected or appointed.

SECTION 3. In the event of a vacancy on the Council between the dates of Annual Meetings, such vacancy shall be immediately filled until the next Annual Meeting by majority vote of all members then serving on the Council.

SECTION 4. At a regular meeting not later than the last regular meeting prior to the Annual Meeting, the Nominating Committee shall submit its recommendations of three or more members to serve on the Council for the three three-year terms to become vacant at the Annual Meeting and of one or more additional members to serve on the Council for the unexpired portion of each three-year term to become vacant at the Annual Meeting. Other nominations for members of the Council may be made by any member at the Annual Meeting with the consent of the nominee. Election shall be by majority vote of all Fellows, Citation Members, Active Members and Associate Members present. The three nominees for three-year terms receiving the highest number of votes shall be elected to three-year terms. Any other vacancies shall be filled by the nominees

receiving the highest number of votes for the balance of the respective terms for which they are nominated.

SECTION 5. No person who has served on the Council for three consecutive years shall be eligible for election or appointment to the Council until the expiration of a period of one year thereafter.

## ARTICLE IX

### Meetings and Duties of Council

SECTION 1. The Council shall meet within fifteen days following the Annual Meeting, at which time it shall elect a Chairman and a Secretary from among its members. Subsequent meetings shall be held upon call by the Chairman or at the request of any four members of the Council. A quorum for the transaction of any business shall consist of six members of the Council.

~~SECTION 2. The Council shall have the sole responsibility for and authority to make any and all decisions (a) relating to the management of any property owned or controlled by the Society; (b) relating to any publications issued by the Society; (c) terminating the membership in the Society of any person whose activities are deemed by it by majority vote of all members then serving on the Council to be detrimental to the welfare of the Society, after a hearing following thirty days written notice to the member accused; and (d) terminating the membership in the Society of any person whose dues remain unpaid four or more months after the Annual Meeting.~~

SECTION ~~3~~2. The Council shall act generally as a guide for the smooth operation of the Society and in an advisory capacity to the officers. It may request the presence of members of the Society at any of its meetings. The Council may act on behalf of the Society when given such authority to do so on a case by case basis by a majority vote of the members of the Society present at any regular meeting.

~~SECTION 4. At the Annual Meeting it shall be the duty of the Council to recommend to the membership of the Society a proposed rate of dues for the ensuing year for Fellows, Citation Members, Active Members, Associate Members and Corresponding Members.~~

## ARTICLE X

### Committees

SECTION 1. There shall be ~~eleven~~ eight standing committees, namely: Membership, Program, ~~Field Trip~~, Conservation, ~~Budget~~, Finance, Research, Communications, ~~Data~~

~~Preservation, Nominating, Auditing, Refuge~~ and Special Projects Funds Advisory. ~~There shall also be appointed from time to time as the need may arise a Publicity Committee and/or Banquet Committee.~~ The President may from time to time appoint-establish other temporary committees to meet other important needs of the Society. The members of each committee shall be appointed by the President who shall name one to act as chairman.

SECTION 2. The Membership Committee shall consist of three or more Fellows, Citation Members or Active Members. It shall be the duties of the Membership Committee (a) ~~to interview prospective members,~~ to explain to prospective members ~~them~~ the purpose of the Society and the qualifications and duties of members; (b) to approve and accept new Associate ~~and/or Corresponding~~ Members and to advise the General Membership of such new members; (c) to propose for Honorary, or Active, membership such persons as it shall approve by majority vote; (d) to notify each new member of his acceptance into membership; ~~and~~ (e) to maintain a current roster of each class of members; and (f) to recommend termination of membership of any person in accordance with the provisions of Article II, Section 7.

SECTION 3. The Program Committee shall consist of three or more members. It shall be the duty of the Program Committee to plan such programs for meetings as may best serve the purposes of the Society ~~and-~~

~~SECTION 4. FIELD TRIPS. The Field Trip Committee shall consist of three or more members. It shall be the duty of the Field Trip Committee to plan and conduct field trips throughout the year and plan the Annual Dinner.~~

SECTION ~~54.~~ The Conservation Committee shall consist of three or more members. It shall be the duty of the Conservation Committee to keep the Society informed at all times of any developments in matters directly or indirectly affecting the welfare of birds; ~~particularly of a legislative nature. The committee shall submit such matters to the Society with its recommendations for suggested action and to administer refuges and any other properties of the Society.~~

SECTION ~~65.~~ The Budget Finance Committee shall consist of ~~two~~ three or more members. It shall be the duty of the Budget Finance Committee to review all policies pertaining to money, to make recommendations accordingly for approval by the membership and, in collaboration with the Treasurer, to prepare an annual budget which shall be submitted to the membership for approval not later than the ~~second-~~ first meeting following the Annual Meeting. The Finance Committee shall also be responsible for the management of the fund presently known as the Axtell-McVey fund and the fund to which it endows, presently known as the Special Projects Fund. The Committee shall conduct an audit of all financial books of the Society immediately after the close of each fiscal year and make a written report to the Society, with one copy of such report to be incorporated in the minutes of a meeting of the Society and with one copy to become part of the Treasurer's records.

SECTION ~~76~~. The Research Committee shall consist of three or more members. It shall be the duty of the ~~Research~~ Committee to: initiate and carry to conclusion such serious research and original studies as it may consider desirable; ~~and to direct the members in such work.~~

~~SECTION 8. The Data Preservation Committee shall consist of three (3) or more members. It shall be the duty of the Data Preservation Committee conduct seasonal surveys; to compile and maintain a catalog or central registry of where and in whose care all original records which may be in need of preservation; make or compile true copies, summaries, extracts, tabulations or other reproductions of the data contained in such records, and record, place, transfer, or convert data into printed or electronic formats which may; and form from time to time, make such data readily accessible to the members of the Society, to other organizations, and to researchers and interested persons in general. ~~Such~~ The Committee may also identify and recommend to the Society acquisition of equipment, software and/or hardware as may be useful from time to time in the storage, manipulation and reproduction of data, and may recommend various formats and media for publication of the data. The Committee shall also keep the membership advised as to the new statistical methods, and computer programs and systems which may be available to process, analyze and/or interpret data.~~

~~SECTION 7. The Communications Committee shall consist of three or more members. It shall be the duty of the Committee to communicate information within the Society and to the public on the occurrence of rare birds in the Niagara Frontier Region Study Area, bird watching opportunities in western New York, and Society activities. The Committee shall have the responsibility for the preparation, editing, publication and distribution of the Prothonotary and other publications produced by the Society. The Committee shall establish and maintain a Society website, maintain a member communication system and develop communication links with other bird clubs and kindred organizations.~~

SECTION ~~98~~. The Nominating Committee shall consist of three members chosen from among the Fellows, Citation Members and Active Members whose appointment shall be announced at a regular meeting not later than the first meeting in September. It shall be the duty of the Nominating Committee to recommend at least one complete slate of members to fill all elective positions becoming vacant at the next Annual Meeting and to act as tellers at the time of elections at the Annual Meeting.

~~SECTION 10. The Auditing Committee shall consist of two members. It shall be the duty of the Auditing Committee to audit all financial books of the Society immediately after the close of each fiscal year and to make a written report to the Society, with one copy of such report to be incorporated in the minutes of the meeting of the Society and with one copy to become a part of the Treasurer's records.~~

~~SECTION 11. The Refuge Committee shall consist of three or more members. It shall be the duty of the Refuge Committee to administer to refuges and any other properties of the Society in accordance with the policies determined by the Council.~~

SECTION 129. The Special Projects Funds Advisory Committee. ~~The Society's Special Projects Funds, consisting of specially donated funds set aside to endow annually selected projects and donations, including the fund presently known as the Axtell McVey Fund, shall be administered by an Advisory Committee. Such Committee shall consist of five (5) three or more ~~Fellows, Citation Members or Active M~~members. The duties of the Committee shall be to periodically make recommendations to the Membership regarding investing and re-investing the Special Projects Funds; to annually determine the amount of interest or dividend income generated from the previous year which is available for expenditure during each new year; and to periodically report fund balances to the Membership.~~ It shall also be the duty of the Committee to solicit, evaluate, investigate and review applications for grants or donations, and to make recommendations to the Membership with respect to each request. The Committee shall also prepare written guidelines to assist applicants in submitting grant requests.

## ARTICLE XI

### Meetings

SECTION 1. Regular meetings of the Society, except for the Annual Meeting, shall be held on the second ~~and fourth~~ Wednesdays of each month, ~~from September 1 through June 15, inclusive, excepting the fourth Wednesdays in November and December.~~ Other special meetings of the Society may be called by the President as needed.

SECTION 2. The Annual Meeting and Annual Banquet of the Society shall be held on the second ~~Wednesday~~ Saturday of November, ~~in October (i.e., the first meeting night in October).~~

SECTION 3. A quorum at all meetings shall consist of the lesser of fourteen dues paying members or ten percent of the total dues-paying membership.

SECTION 4. At all meetings of the Society, only members present in person shall be entitled to vote on any matter and voting shall be by ballot in the case of elections, unless the members present determine to the contrary by unanimous vote. In the event the number of nominees for any elective position shall exceed the number of vacancies to be filled at any election, cumulative voting shall not be permitted and any ballot containing votes for fewer nominees than the number of vacancies to be filled shall be void.

## ARTICLE XII

### Niagara Frontier Region Study Area

SECTION 1. The Niagara Frontier Region Study Area, within which the Society's observations and studies shall be made, and to which the permanent records shall be

confined, is delineated by the following land and water boundaries in the western part of New York and an adjacent portion of the Niagara peninsula of the Province of Ontario, Canada.

The eastern land boundary begins on the south shore of Lake Ontario at Point Breeze, Orleans County, in line with State Route 98, and runs southerly on State Route 98 to its intersection with State Route 63 at Batavia, Genesee County; then on Route 63 southeasterly to its intersection with State Route 19 at Pavilion, Genesee County; then on Route 19 southeasterly through Warsaw and southerly through Pike in Wyoming County to the Allegany County boundary; then easterly on the Allegany-Wyoming County boundary and easterly, southerly and again easterly on the Allegany-Livingston County boundary to the Steuben County boundary; then southerly on the Allegany-Steuben County boundary to the New York State-Pennsylvania State boundary.

The southern land boundary begins at the Allegany-Steuben County boundary junction and runs westerly on the New York State-Pennsylvania state boundary to where it turns northerly at a 90° angle.

The western land boundary in New York State begins at this 90° angle and continues northerly to the south shore of Lake Erie. The western land boundary in the Niagara peninsula of Ontario runs northerly from the north shore of Lake Erie aligned with and to the beginning of Regional Road 8 in Haldimand Township, Regional Municipality of Haldimand-Norfolk, then northerly to Provincial Route 3 on Regional Road 8; then easterly on Route 3 to Canborough, Dunnville Township then northeast on Regional Road 14 from Canborough (via Smithville and Canboro Roads and then north on Attercliffe and east on Twenty Roads) to Smithville, West Lincoln Township, Regional Municipality of Niagara; then northerly on Regional Road 14 (via Thirty Road) into Grimsby Township, curving westward on Ridge Road to Park Road; then northerly on Park Road to its end at Grimsby Beach; then northerly from there to the south shore of Lake Ontario.

The water boundaries of the Region on the east, north and west on Lake Ontario and on the west in Lake Erie are as follows: In Lake Ontario, the boundary is the line extending from the point at which the land boundary in line with State Route 98 intersects the south shore of Lake Ontario, Orleans County, northerly to the United States-Canada International boundary at about 43° 37.9' N, 78° 11' W; then westerly and southerly on the International boundary to a point at about 43° 0.16' N, 79° 31.24' W; then southerly to the point where the land boundary reaches the Lake Ontario shore at Grimsby Beach. In Lake Erie, the boundary is a line extending from the point where the New York State-Pennsylvania state boundary reaches the south shore of Lake Erie northerly on the same boundary to the United States-Canada International Boundary at about 42° 1' N, 79° 45.8' W; then on a line 350° from true north northerly to the point where the land boundary begins on the north shore of Lake Erie in Haldimand Township.

## ARTICLE XIII

### Dues

SECTION 1. All dues shall become payable at the beginning of the fiscal year.

SECTION 2. Persons elected or admitted to membership after ~~April~~ July-1 shall pay one-half the annual dues for the balance of that fiscal year.

SECTION 3. Honorary Members shall be exempt from dues.

SECTION 4. Annual dues for all other member of the Society shall be determined by vote of a majority of the members present at the Annual Meeting, ~~after hearing the recommendations of the Council.~~

SECTION 5. All members shall receive The Prothonotary and the cost of its subscription shall be included in the dues of Fellows, Citation Members, Active Members, and Associate Members ~~and Corresponding Members~~, except in cases where more than one member of the Society is a member of the same household, in which event only one copy of each issue of The Prothonotary will be mailed and the dues of the second and more members of the same household shall be reduced by the current subscription price.

## ARTICLE XIV

### Publications

SECTION 1. The Society shall publish a regular publication called The Prothonotary and may, at various times, issue other publications.

SECTION 2. The subscription price for The Prothonotary and ~~for the price of~~ any other publications of the Society shall be determined by the Communications Committee with the approval of the members ~~Council~~.

~~3. There shall be an Editor of The Prothonotary appointed by the Council and an editorial board of three or more members appointed by the Editor with the approval of the Council.~~

## ARTICLE XV

### Amendments

SECTION 1. Amendments to this Constitution shall be by vote of a majority of the Fellows, Citation Members and Active Members present at a regular meeting.

SECTION 2. A motion to amend the Constitution must be discussed and approved at two consecutive regular meetings of the Society.