

## BY-LAWS OF THE KLAMATH WINGWATCHERS, INC.

(an Oregon non-profit corporation)

## ARTICLE I - Name

## Section 1.

As set forth in the Articles of this corporation, the name of this corporation shall be the Klamath Wingwatchers, Inc.

## ARTICLE II - Membership

## Section 1. Eligibility

Any person, club or corporation not otherwise prohibited by law may become a member of Klamath Wingwatchers, Inc., by paying the current annual membership fee as established by the Board of Directors by resolution. Membership shall be open to all, irrespective of race, creed, color, national origin, age, sex or occupation.

## Section 2. Voting rights

Each member shall be entitled to cast one vote for each member of the Board of Directors to be elected at any given Board election.

**2009 Addition: Add Section 3: Dues**

Dues should be paid by January 30 of each year. Dues must be paid prior to the Annual Meeting to qualify for voting privileges. Dues will apply only for the fiscal year for which they are paid.

## ARTICLE III – Meetings

## Section 1.

Regular meetings of the Board of Directors should be held on such day or days each month as may be determined by vote of the Board of Directors.

## Section 2.

Special meetings of the Board may be called by the President, or at the written request of any three Board members. Reasonable notice of special meetings shall be given to Board members.

Section 3. **Revised 2009**

The annual meeting of members shall be held on such day in April or May of each year as may be determined by vote of the Board of Directors. 30 days notice of the meeting that includes date, place, agenda, and any Bylaws changes will be given to all members by email, post, or phone. The members present shall constitute a quorum for said annual meeting

## ARTICLE IV – Officers

## Section 1.

The officers of this corporation shall be a President, Vice President, Secretary and Treasurer.

### Section 2.

All Board members except the Treasurer shall be elected by majority vote of the members present at the annual meetings and shall continue to be in the office one year or until the next election. Their nomination shall be made by the nominating committee or from the floor. The Treasurer shall be appointed by the other Board of Directors members

### Section 3.

Any Board of Directors position created by amendment of these Bylaws or vacated during any year shall be filled by election by the existing Board of Directors at any meeting. The newly elected Board member shall immediately assume the duties of said office for the balance of the year.

## ARTICLE V – Duties of Officers

### Section 1.

The regular term of all officers shall commence at the adjournment of the meeting at which they are elected.

### Section 2. **Added “She” to “He” in Parts 1 and 2 in 2009**

The duties of the officers shall be such as are implied by their respective titles specified as follows:

- Part 1. The President shall preside at the meetings, appoint committees, and may be ex-officio member of the same. He/she shall be the chief executive officer of the Board of Directors.
- Part 2. The Vice President shall preside in the absence of the President. He/she has all powers and responsibilities of the President while in the chair.
- Part 3. The Secretary will notify all officers of their elections, record the minutes of the meetings and, in general, conduct all correspondence of the Corporation.
- Part 4. The Treasurer will pay the bills of the corporation; keep an accurate record of all receipts and disbursements and present a report at the meeting showing the balance on hand.

#### **Added to Part 4 in 2009:**

The Treasurer will collect annual dues and receive new memberships. Prior to the annual election, the Treasurer is responsible for working with the Membership Chair to determine who may vote at the Annual Meeting.

#### **Added in 2009: Section 5:**

The Membership Chair is responsible for notifying members at least 30 days before membership expiration. The notice shall be sent to the last known address of the member as shown on Wingwatcher membership records.

## ARTICLE VI – Board of Directors

### Section 1.

The Board of Directors shall consist of nine members elected and appointed as set out in Article IV. The Board shall elect the President, Vice President and Secretary from amongst themselves and appoint a Treasurer and Membership Chair at their first meeting following their election.

## Section 2.

The Board of Directors shall be responsible for the transaction of the corporation's business.

## Section 3.

A Quorum of the Board shall consist of a majority of the members of the Board.

## ARTICLE VII - - Committees

## Section 1.

There shall be such committees as necessary, consisting of two or more members each.

## Section 2.

A Nominating Committee shall nominate one or more persons for each office except the Treasurer and make reports of persons nominated one month before election. Additional nominations will be accepted from the floor.

## ARTICLE VIII - - Corporate Indemnity

## Section 1.

This corporation will indemnify its officers and directors to the fullest extent allowed by current or future law.

## ARTICLE IX - - Rules of Order

The parliamentary authority comprised of Robert's Rules of Order, Newly Revised Edition, shall govern the proceedings of this corporation, subject to its Articles and By-Laws.

## ARTICLE X – Fiscal Year

The fiscal year shall be the calendar year.

## ARTICLE XI – Expenditure of Funds

## Section 1.

All funds obtained by this corporation will be expended at the discretion of the Board of Directors for the benefit of the corporate purposes. Board members shall abide by the Standards of Conduct set out in current or future Oregon law.

## ARTICLE XII – Bylaws Amendments

## Section 1.

Amendments to these By-Laws may be presented at any meeting, but shall not be voted on until the next meeting. A two-thirds vote of all members present at the meeting shall be necessary for adoption.

**2009 addition between first two sentences:** All members must be sent a copy of the amendments by email or letter at least 30 days prior to a vote. A certificate of mailing must be completed by the person doing the mailing and will be added to Wingwatcher records.

ARTICLE XIII – Approval

Section 1.

The undersigned, following approval of these By-Laws on June 3, 1987 hereby sign the same in approval thereof.

/s/ B.J. Matzen  
President

Section 2.

Bylaws of June 3, 1987 revised and revisions adopted November 15, 2005.

Section 3.

Bylaws adopted November 15, 2005 revised and revisions adopted October 27, 2009