

**HIGH DESERT BIRD CLUB OF NEW MEXICO**  
**CONSTITUTION AND BY-LAWS**

**Adopted June 26, 2008**  
**Amended November 7, 2012**

**ARTICLE I – NAME**

The name of the organization shall be High Desert Bird Club of New Mexico (hereafter referred to as “Club”).

**ARTICLE II - OBJECTIVES**

1. To educate members and the general public in the best care, keeping, maintenance and breeding of caged birds.
2. To support bird conservation.
3. To have fellowship with others interested in caged birds.
4. To provide rescue, adoption, foster care, and rehoming for caged birds in need.
5. To conform to the standards of the Internal Revenue Code as it relates to non-profit organizations.

**ARTICLE III – PRINCIPAL OFFICE**

The principal office of the Club shall be at the residence of the Club Secretary, currently 3110 Idalia Rd. NE, Rio Rancho, New Mexico 87144. The membership shall have power by majority vote at a regular meeting to change the location of the principal office in its discretion.

**ARTICLE IV – MEMBERSHIP**

**1. ELIGIBILITY**

- A. Any person interested in caged birds who agrees to support the objectives in Article II is eligible for membership.
- B. Membership classes are as follows:
  - a. Individual
  - b. Household (2 or more members of the same household)
  - c. Juniors (17 years of age or younger)
  - d. Seniors (60 years of age or older)
  - e. Senior Household (1 or more members of the same household 60 years of age or older)
- C. Dues are as follows:
  - a. \$20.00 Individual
  - b. \$30.00 Household
  - c. \$15.00 Juniors
  - d. \$15.00 Seniors
  - e. \$25.00 Senior Household
- D. Dues are required and payable in January of each year or at a pro-rated amount upon joining the Club.
- E. Each member shall have one (1) vote in Club business except for household membership where a maximum of two (2) votes shall be allowed.

**2. TERMINATION OF MEMBERSHIP**

- A. Any member whose annual dues are unpaid by the March general meeting shall have their membership suspended and/or terminated. Such members may have their membership reinstated by payment of the dues.
- B. Membership resignation or termination may be asked or implemented by action of the Board of Directors and a 2/3 vote of the general membership present if the actions or conduct of a member brings discredit to the club and its objectives.
  - a) If any member feels that another member is acting to the detriment of the Club, he/she may submit that member's name at a general membership meeting for termination proceedings.
  - b) The person nominated for suspension shall have one week to prepare rebuttal arguments to be transmitted to the Club Secretary.
  - c) The Secretary shall provide, in writing in either electronic or in hard copy, to all members the name of the submitting member, the name of the member suggested for termination, the reasons provided for such a recommendation and the rebuttal arguments.
  - d) At the following general membership meeting, the President shall preside over a full and complete discussion of the issues involved.
  - e) The members present shall then submit secret written ballots with a 2/3 vote of the members required for termination.
  - f) Persons whose membership is terminated by this process shall forfeit the remainder of their dues.
  - g) Persons whose membership is terminated by this process may rejoin the Club after one calendar year has elapsed.
  - h) Any person whose membership has been terminated twice by this procedure shall be banned for life from the Club.
- C. Any member convicted of a crime involving illegal importation, possession or treatment of birds shall have their membership terminated and forfeit the remainder of their dues.

**ARTICLE V – OFFICERS/BOARD OF DIRECTORS**

**1. MAKE UP**

- A. Officers shall be the President, Vice President, Secretary and Treasurer.
- B. Board of Directors consists of the officers and may include up to five (5) members for a total of nine (9).
- C. Board members must be members in good standing within the club.

**2. QUORUM**

A minimum of fifty-five percent (55%) of the members of the Board of Directors shall constitute a quorum for the transaction of business.

**3. MEETINGS**

- A. The Board of Directors shall meet monthly immediately prior to the general membership meeting and that meeting shall be conducted in the presence of the members at least six (6) times each year separate from the general membership meeting in a public location. The date and time of each Board meeting shall be published in the HDDB newsletter and website at least one month prior to the meeting. Each Board meeting shall be open to the general membership.

- B. A special meeting may be called by two (2) Board members. Special meetings shall be conducted only to deal with critical issues which cannot wait until the next general meeting. All members are permitted to attend special meetings.
- C. Once a meeting begins, it will continue even if a Board member leaves as long as a quorum continues to be present.
- D. All special meetings of the Board shall be held after two (2) days written or telephonic notice to the general membership stating the date, place and hour of meeting as well as the reason for the meeting.
- E. In cases where immediate action is required, the Board may meet without notice provided that an after-action report is provided to the membership
- F. In special situations where a meeting is impractical, the Board may communicate with each other via telephone or e-mail to resolve emergency issues. Records of such communications shall be recorded by or presented to the Secretary for inclusion in club records. These records shall be presented to the membership in the newsletter or at the next general meeting.

**4. REMOVAL**

- A. Any member of the Board of Directors may be removed from the Board by a 2/3 vote of the members present at a general membership meeting.
- B. Any Board member who misses three (3) Board meetings during the term in office may be removed from the Board by a 2/3 vote of the members present at a general membership meeting.

**5. TERMS OF OFFICE**

- A. Officers and Directors shall serve for the fiscal year in which he or she is elected.
- B. Any member may serve as many terms as they prefer, and serve as long as he or she is willing to participate and be on the Board of Directors.

**6. VACANCY**

- A. If a vacancy on the Board of Directors is created, for any reason, the vacancy may be filled by a majority vote by the general membership present at the next general meeting.
- B. A Board member elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.
- C. Any Board member position to be filled by reason of an increase in the number of directors shall be filled by election and a majority rule at the next general meeting of the membership and that person shall serve until the next regular general election.

**ARTICLE VI – DUTIES AND POWERS OF OFFICERS**

**1. PRESIDENT**

- A. Shall preside over the business portion of the Directors and general meetings and enforce the bylaws and rules of order.
- B. Shall appoint all committee chairpersons and non-elected positions subject to confirmation by the Board of Directors.
- C. Shall sign documents as may, by law, require his/her signature, and shall along with the Treasurer, sign bank account(s) signature card.

- D. Shall be authorized to sign a check for authorized Club expenditures and shall co-sign with the Treasurer all checks in excess of \$250.00.
- E. Shall prepare an annual budget with the assistance of the Board of Directors to be submitted to and approved by the membership by the end of the first quarter of each year.

**2. VICE PRESIDENT**

- A. Shall, when necessary, perform the duties of the President and shall succeed to the presidency in the event of the death, disability, removal from office, or resignation of the President until such time as a successor to the President shall be elected.
- B. Shall be the person primarily responsible for identifying and developing activities for the general monthly meetings.

**3. SECRETARY**

- A. Shall keep minutes of all meetings of the Club and present the minutes at the general meetings and/or in the Club newsletter.
- B. Shall make meeting minutes from the most recent meeting available for review no later than seven (7) days before the next general meeting.
- C. Shall maintain all records of the Club and serve as Club historian.
- D. Shall distribute notice of all meetings as directed.
- E. Shall conduct all social and business correspondence of the Club.
- F. Shall, in the absence of both the President and Vice President, perform all duties of the President.
- G. Shall issue all new members a copy of the Club constitution and By-laws and a membership card.
- H. Shall issue membership renewal notifications as needed.
- I. Shall maintain a roster of Club members in coordination with the membership chairperson.

**4. TREASURER**

- A. Shall open and maintain the bank account to operate this Club.
- B. Shall collect all money due the Club and deposit in the Club bank account in a timely manner.
- C. Shall pay all bills approved by the Club, and keep an account of all receipts and expenditures. The Treasurer may write checks up to \$250.00; checks in larger amount must be co-signed by the President.
- D. Shall present a monthly report at each general meeting with a written copy to the President and Secretary.
- E. Shall serve as the membership coordinator keeping an updated list of members and dues paid.
- F. Shall prepare, or have prepared, as approved by the Board, all necessary County, State, and Federal reports, returns, and forms legally required.

**ARTICLE VII – COMMITTEES**

- A. The following standing committees may be appointed by the President and is subject to Board approval:
  - 1. Advertising/Publicity
  - 2. AFA Delegate
  - 3. Bird Mart/Show
  - 4. Bird Rescue/Adoptions
  - 5. Education
  - 6. Fundraising
  - 7. Hospitality
  - 8. Library
  - 9. Membership
  - 10. Newsletter
  - 11. Raffle
  - 12. Special Events
  - 13. Website
  
- B. President may appoint additional standing or ad hoc committees as the need arises and subject to Board approval.
  
- C. Ad hoc committees shall not function for longer than one (1) calendar year nor shall they function for longer than one (1) month beyond the completion of their stated purpose.
  
- D. Ad hoc committees may be authorized by the membership to commit the Club to certain expenditures in pursuit of their mandate. Such expenditures may not exceed the limits imposed by the membership.
  
- E. The Chairperson of each committee shall present a report to the membership at each general meeting.
  
- F. President, under direction of the Board and with possible input from the general membership, shall relate the responsibilities of each committee to its Chairperson.
  
- G. Each Committee Chairperson shall submit an operating plan for their committee, including a budget if applicable, for Board approval. This information shall be presented at the beginning of each fiscal year for the Club which begins in January.

**ARTICLE VIII – MEETINGS**

- A. ~~The regular meetings of the Club shall be held on the fourth (4<sup>th</sup>) Thursday of each month unless otherwise ordered by the Board.~~ General membership meetings shall be held at least six (6) times a year.
  
- B. Variations in the meeting date may be made as necessary with all members being notified not less than one week prior to the meeting time.
  
- C. All general membership meetings are open and guests are welcome.

**ARTICLE IX - ELECTIONS**

**1. ELECTION OF OFFICERS AND DIRECTORS**

- A. Candidates for Club officers shall be nominated in October of each year before the November general meeting.
  
- B. Any member, including self-nomination, may make nominations.
  
- C. All nominees must agree to participate.

- D. All nominations shall be submitted to the Secretary for inclusion on a paper ballot.
- E. Elections shall be conducted by secret written vote at the November general meeting.
- F. Officers and Directors shall be elected by a majority vote of the membership.
- G. Officers shall take office at the January meeting following the election.
- H. If circumstances do not allow the election at the November meeting, the election may be postponed to the December meeting or, at the discretion of the President, may be conducted by mail.

## **ARTICLE X – DISSOLUTION**

- A. The decision to dissolve this Club must be decided by the entire membership involving discussion over a period of three (3) consecutive meetings. So long as there remains a minimum of ten (10) members who wish to continue the Club, and said ten members are in good standing, the Club cannot be disbanded.
- B. Should it become necessary to dissolve this Club, all properties and books owned by the club shall be auctioned off to Club members.
- C. After all debts of the Club are fully paid, the remaining monies in the treasury shall be given to the American Federation of Aviculture.
- D. No part of the net earnings or the treasury of the Club shall accrue to the benefit or be distributed to members, officers, or other private persons.

## **ARTICLE XI – MISCELLANEOUS**

### **1. AMENDMENTS**

- A. Any member in good standing may propose, in writing, a change or addition to these by-laws.
- B. Any amendment to the by-laws must first be approved by a majority of the Board and then submitted to the general membership for approval.
- C. Approval of such a change must be approved by a majority of members by written secret ballot.

### **2. RULES OF ORDER**

Roberts Rules of Order shall prevail where By-laws of the Club do not.