



# BY-LAWS of the BLUEBIRD RESTORATION ASSOCIATION OF WISCONSIN, INC.

Corporation is Tax Exempt under Section 501(c) (3) of the Internal Revenue Code.

Adopted 9-12-2020

## Article I. Membership

**Section 1: *Definition of Membership.*** Any person or organization interested in the purposes and objectives of the Bluebird Restoration Association of Wisconsin, Inc. (BRAW) is eligible for membership.

**Section 2: *Classes and Benefits of Annual Membership.*** The membership classes shall be determined by the Board of Directors and published in the quarterly BRAW Wisconsin Bluebird newsletter.

Members are entitled to receive the BRAW Quarterly Newsletter.

**Section 3: *Dues.*** Membership dues shall be payable yearly from the date of joining or renewal. The Board of Directors, by a majority vote at any regular or special meeting, shall establish the annual membership dues.

**Section 4: *Renewals.*** If membership dues are not paid within three (3) months after they are due, the member may be declared in default and shall not receive the Quarterly Newsletter. However, promotional or renewal incentive programs may extend memberships by Board of Directors' action.

## Article II. Board of Directors

**Section 1. *Number, Election, Term and Removal.*** The number of Directors shall not be less than five (5). Directors are initially elected to the Board for a one year term, and subsequently elected to the Board for a three year term by the existing Board of Directors. Any Director may be removed with or without cause by the vote of a majority of the Board of Directors of the Corporation. A Director may resign in good standing for any reason at any time. There will be no restrictions to the number of terms served.



**Section 2. *Vacancies.*** In case of any vacancy in the Board of Directors, a successor to fill the unexpired portion of the term may be elected by a majority of the Board of Directors.

**Section 3. *Powers and Duties.*** The Board of Directors shall have full power to manage and control the affairs and property of the Corporation, and to adopt rules and regulations governing the action of the Board, as provided for in Chapter 181, Wisconsin Statutes, and as limited by the Article of Incorporation of this corporation.

**Section 4. *Meetings.*** Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Board. Special meetings of the Board may be held at any time and place or electronically upon the call of the President, or any three Directors. Board members may participate in any meeting by electronic means. All official meetings will be recorded and archived by the Board Secretary.

**Section 5. *Quorum.*** Fifty percent (50%) of the Directors in office shall constitute a quorum for the transaction of business and this may include Board members participating electronically.

**Section 6. *Committees.*** The President or the Board may create other committees as they deem necessary, and define their powers and duties, to assist the Corporation in carrying out its responsibilities.

The Finance Committee is a standing committee composed of the Treasurer who shall serve as its chair and consists of at least one additional Board member. Responsibilities include developing, reviewing and monitoring the annual budget, ensure preparation for an annual audit, and report the financial status of the Corporation to the Board of Directors.

## **Article III. Officers**

**Section 1. *Numbers.*** The Officers of BRAW shall be President, Vice-President, Secretary and Treasurer. One person may hold more than one office in the Corporation, except that the President cannot hold the office of Treasurer.

**Section 2. *Term of Office.*** Officers will hold office for a 3 (three) year term. There will be no restrictions on the number of terms served.

**Section 3. *Removal.*** Any officer of the Corporation may be removed by a majority of the Directors in office.

**Section 4. *Vacancies.*** In case of any vacancy of any office, a successor to the unexpired term may be elected by the Board of Directors at a regular, annual or special meeting



**Section 5. *President's Powers and Duties.*** The President shall preside at all meetings of the Board of Directors. The President shall be responsible for the general supervision of the affairs of the Corporation, and shall keep the Board of Directors informed, and shall freely consult with them concerning the activities of the Corporation. The President is an ex-officio member of all committees and serves as the De Facto Executive Director of BRAW.

**Section 6. *Vice-President's Powers and Duties.*** The Vice-President shall have such powers and duties assigned to them by the Board of Directors or the President. In the absence of the **President, the Vice-President shall assume the duties of the President.**

**Section 7. *Secretary's Powers and Duties.*** The Secretary (aka Secretary of the Corporation) shall record and archive the minutes of all Board meetings and provide copies to the members of the Board. The Secretary shall perform such other duties as assigned by the Board President or the Board of Directors.

**Section 8. *Treasurer's Powers and Duties.*** The Treasurer shall have custody of all funds and securities of the Corporation. The Treasurer shall keep, or cause to be kept, full and accurate accounts of the receipts and disbursements of the Corporation and shall require deposit of all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors or any Board Officer, the Treasurer shall render a statement of accounts and exhibit the Corporation's books.

## **Article IV. Contracts, Checks, Bank Accounts, and Investments, Etc.**

The President and Treasurer shall be authorized on the Corporation's behalf to sign financial bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents. The Board of Directors shall determine who besides the President and Treasurer may act on the Corporation's financial behalf.

## **Article V. Office and Records**

**Section 1. *Office.*** The office of the Corporation shall be located at such place as determined by the Board of Directors.

**Section 2. *Records.*** These shall be kept by the Secretary of the Corporation which include the Certificate of Incorporation, the Articles of Incorporation, these By-Laws, and all minutes of the meetings of the Board of Directors pursuant to Section 181-72, Wisconsin Statutes. All Board decisions made via email shall be placed in the minutes of the next scheduled Board of Directors



meeting. The Treasurer will keep documentation related to annual 501(c) (3) reports, 990 forms and tax filings. Records may be retained electronically.

## **Article VI. Parliamentary Authority**

In procedural matters not covered by these By-Laws, Robert's Rules of Order shall be used.

## **Article VII. Fiscal Year**

The fiscal year of the Corporation shall begin on January 1 of each calendar year and shall end on December 31 of the calendar year.

## **Article IX. Amendments**

These By-Laws may be amended by the affirmative vote of five members of the Board of Directors in attendance at any meeting of the Board of Directors or with a simple majority if vote is conducted by email.

## **Article X. Dissolution of the Corporation**

**Section 1. *Dissolution.*** The Board of Directors of BRAW may vote to terminate the organization at any meeting by a two-thirds majority of the Board of Directors.

**Section 2. *Dispersal of Finances.*** Upon the dissolution of BRAW, the Board of Directors shall, after paying or after making provisions for the payment of all liabilities of BRAW, dispense all treasury funds to The Natural Resources Foundation of Wisconsin.

**These By-Laws shall be subject to the laws of the State of Wisconsin. This document was approved and became effective by the BRAW Board of Directors on September 12, 2020.**