

CERTIFICATE OF INCORPORATION
OF THE EASTERN BIRD BANDING ASSOCIATION

This instrument is to certify that we, Merrill Wood, Garrett S. Detwiler, John R. Given, Ralph K. Bell, Dorothy L. Bordner, Elise M. Dickerson, Frank P. Frazier, Mary Schmid, Albert Schnitzer, William Pepper, Eleanor Y. Dater, Charles H. Blake, Arthur H. Fast, Elinor McEntee, Gladys Cole, Raymond J. Middleton and Franklin McCamey, do hereby associate ourselves into a corporation under and by virtue of the provisions of an Act of the Legislature of the State of New Jersey, entitled "The Corporations and Associations Not for Profit Act" (Title 15 of the Revised Statutes of 1937, N.J.S.A. Title 15) and the amendments thereof and supplements thereto, for a lawful purpose other than pecuniary profit as hereinafter stated, and to that end we do by this instrument certify that:

FIRST - The name by which this corporation shall be known in law shall be The Eastern Bird Banding Association;

SECOND - The purposes for which this corporation is formed, are:

(a) To encourage investigations into the biology and migration of birds by the banding thereof under the license and permission of the Department of the Interior, Bureau of Sport Fisheries and Wildlife, Fish and Wildlife Service of the United States of America.

(b) To encourage its members and other interested persons in other ornithological studies.

(c) To encourage the cooperations of its members in the pursuit of such purposes.

It is the further intent and purpose that this corporation is organized and operated exclusively for the scientific and educational purposes aforesaid and no part of any gift, net earnings or property of the corporation shall inure to the benefit of any private individual nor be used for any purpose other than aforesaid.

THIRD - The number of council members selected for the first year of the existence of the said corporation shall be seventeen, and the names and post office addresses of the said council members are as follows:

(Here appear the names and addresses of the 17 individuals listed in the first paragraph hereof)

FOURTH - The said corporation shall be located at #530 Valley Road, Upper Montclair, New Jersey and its activities shall be conducted in the State of New Jersey and in all other States of the United States of America.

FIFTH - The name and post-office addresses of the resident agent of the said corporation, upon whom process against the said corporation may be served is Frank P. Frazier, #530 Valley Road, Upper Montclair, New Jersey.

SIXTH - Upon the dissolution of the corporation, the Council shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, and to such organization or organizations organized and operated exclusively for educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Council shall determine.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 27th day of April 1962.

(Here appear the signatures and acknowledgments of the 17 individuals listed in the first paragraph hereof.)

-- This Certificate of Incorporation was recorded in the office of the Clerk of Essex County, New Jersey on Aug. 15, 1962; and was filed and recorded in the office of the Secretary of State of New Jersey on Aug. 17, 1962.

BY-LAWS OF THE
EASTERN BIRD BANDING ASSOCIATION
(Incorporated)

ARTICLE I. - Purpose

The Association shall effectuate the purposes set forth in "SECOND" of the Association's Certificate of Incorporation.

ARTICLE II. - Membership

Section I. Any person interested in the purposes of the Association may become a member as follows:

Classes of Members:

1. Active Members - upon payment of dues of \$4.00 per year.
2. Sustaining Members - upon payment of dues of \$7.50 per year, or such further amount as they may volunteer to pay.
3. Life Members - a single payment of \$100.00, or not to exceed four consecutive payments of \$25.00 each. Money from Life Memberships shall be placed in such special funds as shall be recommended by the Finance Committee and approved by the Council.
4. Honorary Members - shall be elected by the Council and shall pay no dues. This class of membership shall be strictly limited, and confined to carefully selected non-members for certain meritorious service to the Association, and to Association members of long standing who, by reason of health or age, will no longer be able

to band actively or contribute financially, but who, throughout the remainder of their lives, will continue to be interested.

All dues are payable on January first of each year. A member whose dues are six (6) months in arrears is no longer in good standing, and automatically forfeits his membership.

Active, Sustaining and Life Members shall each have a vote.

Section II. Meetings. There shall be an annual meeting of the members of the Association, which shall be held at such time and place as the Council shall determine. Special meetings may be called by the Council, or when request is made to the President in writing by fifteen (15) members of the Association. Fifteen (15) members shall constitute a QUORUM.

ARTICLE III. - Officers and Councilors

Section I. The Officers of the Association shall be a President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer, and Editor. No Officer, except the Treasurer and the Editor, shall hold the same office for more than two successive annual terms. After a lapse of at least one term, he may again be eligible for the same office.

Section II. There shall be a Council of the Association, who shall act as Trustees or as a Board of Governors of the Association, consisting of (1) the Officers of the Association, (2) the outgoing President as provided in Article V, Section I, and (3) nine members in good standing who shall be elected as Councilors. Such Councilors shall be elected for three-year terms, in three annual classes of three Councilors each.

Section III. The Officers (except the Editor) and such of the Councilors whose terms expire, shall be elected annually from, and by, the members in good standing, or by a majority vote of the members voting, at the annual meeting; or, if no annual meeting is held, then by a vote through the mail, if approved by the Council. Officers and Councilors shall be deemed elected if they receive a majority vote of the members voting. The Editor shall be elected by the Council for a term of one year.

Section IV. The term of office of the Officers and Councilors shall begin immediately following their installation (see Article VII, Order of Business) at the meeting at which they are elected, and continue until their successors are elected and installed.

ARTICLE IV. - Nomination of Officers and Members of Council

The President shall appoint a Nominating Committee, at least ninety (90) days prior to the next Annual Meeting, consisting of three (3) members in good standing, who shall present a report to the next Annual

Meeting, nominating a candidate for the office of President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer, and members of the Council.

Additional nominations for officers and councilors may also be made from the floor at the Annual Meeting by the members, but such nominations shall not be valid unless the nominees shall be approved by a vote of not less than 25% of the members present at such meeting. No member shall be nominated or elected to any office or to the Council unless he is in good standing and is not delinquent in the payment of dues for the current year.

ARTICLE V. - Duties of the Officers and Council

Section I. - The PRESIDENT. The President shall preside at all meetings of the Association and of the Councilors. He shall be ex-officio member of all committees of the Association, but shall not vote as such a member of the committee except in the event of a tie vote when he may cast the deciding vote. He shall call special meetings, or meetings of the Council, whenever it shall be deemed necessary, or when requested to do so in writing by fifteen (15) members of the Association. The term of office of all members of the committees appointed by the President shall terminate on the date of the termination of the term of office of the outgoing President. The incoming President shall have power to appoint the members of all committees appointive by the President - including any committee recently authorized by the Council, or at the annual or a special meeting. The outgoing President shall continue to be a member of the Council for a period of two (2) years from the date of the termination of his term of office.

Section II. - The VICE PRESIDENT. It shall be the duty of the First Vice-President to perform the duties of the President in the case of death, resignation, absence or disability of the President. He shall be responsible for arranging the program of the forthcoming Annual Meeting.

It shall be the duty of the Second Vice-President to perform the duties of the First Vice-President in the case of death, resignation, absence or disability of the First Vice-President. He shall be the Chairman of a Committee, consisting of three members, responsible for selecting the date, finding a suitable location and making arrangements for the next Annual Meeting place.

It shall be the duty of the Third Vice-President to perform the duties of the Second Vice-President in the case of death, resignation, absence or disability of the Second Vice-President. He shall be Chairman of the Finance Committee, consisting of three members, responsible for investigating scientific projects and advising the Council which are worthy of donations by EBBA. The President may assign to the Finance Committee such other duties as may be deemed advisable.

Section III. - The SECRETARY. It shall be the duty of the Secretary to keep the minutes of all meetings of the Association and to take charge of all books, documents, and papers belonging to the Association properly coming under the care of his office, and shall also perform such other duties as may be prescribed by the Councilors. In the absence of the Secretary from any meeting of the Association, the President shall appoint one of the members to serve as Secretary pro tempore. In the event of the death, permanent removal or resignation of the Secretary, the Council may declare his office vacant and appoint a Secretary to fill the unexpired term.

Section IV. - The TREASURER. It shall be the duty of the Treasurer to receive all funds of every nature collected by the Association or by any officers or committee thereof, and deposit same to the credit of the Association in any bank or trust company approved by the Councilors; to keep correct accounts thereof, as well as all other moneys belonging to the Association. He shall issue checks as authorized by the President or the Vice-President. He shall present to the Council at stated meetings, and to the Association at its Annual Meeting, or at any time upon request of the President, a statement of receipts, expenditures, and condition of the finances of the Association. He shall, at the expiration of his term of office, removal, or resignation, transfer all funds, books, papers and all other property of the Association, to his duly selected successor in office, or to some other person designated by the Council.

Section V. - The EDITOR. The Editor shall be responsible for the form and content of the Association's publications, including the EBBA NEWS.

Section VI. - The COUNCIL. The management and control of the affairs of the Association shall be vested in the Council, who shall be charged with the duty and vested with the power to carry out the purposes of this Association as stated in the Certificate of Incorporation and to enforce these By-Laws.

In the absence of the President or one of the Vice-Presidents, the Council shall be empowered to elect one of their members to act as President pro tempore.

The Council may, from time to time, recommend to the annual meeting, increase or decrease the annual dues for membership in either class - active or sustaining.

It shall have the power to fill vacancies of Secretary, Treasurer, Editor, and Councilors that may occur by death, resignation or otherwise.

Any member of the Council who without being duly excused by the President, or Acting President of the Association, is absent from four (4) consecutive meetings of the Council, may be dropped from the Council by

the affirmative vote of the majority of the Councilors present at any meeting thereof.

MEETINGS OF THE COUNCIL. A meeting of the Council shall be held at the time of the Annual Meeting of the Association, immediately preceding the meeting of the membership. Special meetings of the Council may be called by the President or by the Secretary at the written request of four (4) Councilors. Six (6) members of the Council shall constitute a QUORUM for the transaction of all business.

AUTHORITY OF THE COUNCIL. The Council shall be vested at all times with full authority to speak for the Association on all questions of policy. If any question of policy shall be, in the first instance, brought up at a meeting of the membership of the Association, it shall be referred to the Councilors for consideration and recommendation, and no action whatever shall be taken by the membership of the Association thereon until adequate opportunity shall have been given the Councilors to consider the same and communicate their recommendations to the Association.

ARTICLE VI. - Committees

The President shall appoint the following Standing Committees:

Section I. - PUBLICATION COMMITTEE. A Publication Committee, consisting of four (4) members, which shall cooperate with the Editor in the preparation and publication of such matters as may be authorized by the Council.

Section II. - NOMINATING COMMITTEE. A Nominating Committee, consisting of three (3) members shall be appointed by the President at least ninety (90) days prior to the next Annual Meeting and shall present nominations for Officers and Councilors to all Council members at least fifteen (15) days prior to the election at the Annual Meeting, or when election is held by mail.

Section III. - CONSERVATION COMMITTEE. A Conservation Committee, consisting of three (3) members, shall be appointed by the President, with such duties as may be assigned to it by the President or Council, including the investigation of netting locations on the East Coast, and attempting to interest Conservation groups acquiring these areas.

Section IV. - AUDITING COMMITTEE. An Auditing Committee, consisting of three (3) members, shall be appointed by the President. This Committee shall examine the Treasurer's accounts, and make a report thereon at the Annual Meeting of the Association.

Section V. - STANDING COMMITTEES. The Standing Committees shall meet at any time upon the call of the President, the Council, or the Chairman

of the Committee. A majority of the members of the Committee shall constitute a QUORUM thereof.

Section VI. - SPECIAL COMMITTEES. The President, from time to time, shall appoint such other Committees and assign to each of them such duties as he may deem advisable or as shall from time to time be directed by the Council.

ARTICLE VII. - Order of Business

The Order of Business at the Annual Meeting of the members shall be:

1. Call Meeting to Order.
2. Reading of Minutes.
3. Reports of Standing Committees.
4. Reports of Special Committees.
5. Report of the Treasurer.
6. Communications.
7. Nominations of Officers and Councilors.
8. Election of Officers and Councilors.
9. Installation of Officers.
10. Scientific Session - the reading of Papers.
11. Adjournment.

ARTICLE VIII. - Construction

Section I. Unless contrary to the provisions of the Certificate of Incorporation or these By-Laws, this Association shall operate as a continuation of the unincorporated Association heretofore in existence and known as the Eastern Bird Banding Association.

Section II. Any question of the construction of these By-Laws shall be within sole jurisdiction of the Council, and their construction thereof shall be final and binding.

ARTICLE IX. - Amendments

Every proposed amendment to these By-Laws, in whole or in part, shall first be submitted to the Council, and if approved by a majority of the members of the Council, shall then be submitted to a vote of the members at an Annual Meeting of the Association, or by mail, as determined by the Council. The language of the proposed amendment shall be clear and precise, and such amendment shall be adopted only if three-fourths (3/4) of the members voting approve of the said amendment.

ARTICLE X. - Adoption of By-Laws

These By-Laws shall become effective immediately upon the adoption thereof.