

BYLAWS

of the

SOUTHERN OCEAN BIRDING GROUP, INC.

ARTICLE I NAME AND PURPOSES

Section 1.01. Name. The name of the organization is SOUTHERN OCEAN BIRDING GROUP, INC.

Section 1.02. Purpose. The Corporation is organized for the purposes of the **Southern Ocean Birding Group (SOBG)**, which are to provide educational information about birds, conduct field trips, and present programs for the enjoyment and education of the members and guests. The group is open to the public, from novices to experienced birders, and all are welcome. The Group is recognized as a 501 (c)(3) non-profit organization.

No part of net earnings of the organization shall inure to the benefit of any private shareholder or individual.

No substantial part of the activities of the organization is carrying on propaganda, or otherwise attempting to influence legislation, and the organization does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE II MEMBERS

Section 2.00. Membership. Any person interested in the purposes of the Group is eligible for membership.

Section 2.01. Classes. There shall be four classes of members: Active Individual, Active Couple, Student and Honorary.

Section 2.02. Qualifications. Membership may be granted to any individual that supports the mission and purposes of the organization, and who pays the annual dues as set by the Board of Directors.

Section 2.03. Termination of Membership. Should renewal of membership dues not be paid within six months after the time they are payable, a member so in default shall be forthwith dropped from the rolls.

Section 2.04. Dues. Dues for members shall be established by the Board of Directors.

Section 2.05. Meetings. Membership meetings of the Group shall be held on a schedule set by the Board. Ten percent of the membership in good standing shall constitute a quorum for the transaction of business at any duly called membership or special membership meeting.

Section 2.06. Special Membership Meetings. Special membership meetings may be called by the President or pursuant to a resolution of the Board. Fifteen days written notice of such special membership meeting, stating objectives thereof, shall be given each member via e-mail or at the last known post office address.

Section 2.07. Annual Meeting. The Annual Meeting of the Group shall be held on a date set by the Board in September at which time new officers will be elected.

ARTICLE III AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors. The Board of Directors is the policymaking body and may exercise all the powers and authority granted to the Group by law.

Section 3.02. Number, Selection, and Tenure. The Board shall include (a) the four elected officers, (b) the chair of the Program committee, (c) chair of the Field Trip committee, (d) chair of the Membership committee, (e) the Webmaster, and the Scholarship chair. The immediate past president shall serve for one year as an exofficio member of the Board. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding director.

Section 3.03. Resignation. Resignations are effective upon receipt by the Secretary of the Group of written notification.

Section 3.04. Regular Meetings. The Board of Directors shall hold at least two (2) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine. Meetings may be in person, by teleconference or virtual.

Section 3.05. Special Meetings. Special meetings of the Board may be called by the President or upon request of the majority of the Board.

Section 3.06. Notice. Meetings may be called by the President or at the request of any two (2) directors by notice emailed, mailed, telephoned, or telegraphed to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 3.07. Quorum. A quorum shall consist of a majority of the Board attending in person.

Section 3.08. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the affairs, business, activities of the Group.

Section 3.09. Nominating Committee. The Board of Directors shall appoint, at least three months prior to the Annual Meeting, a Nominating Committee to consist of not less than three members. The names of the members of the Nominating Committee shall be made known to the membership of the Group and suggestions for nominations for officers may be submitted to the committee by any member of the Group.

The Nominating Committee shall nominate candidates for officers to succeed those whose terms of office expire. Its report shall be presented to the membership at a regular meeting one month prior to the Annual Meeting.

Nothing herein shall prevent nominations of officers from the floor at the time of the meeting at which elections are to be held.

Section 3.10. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business and are allowed to be reimbursed with documentation and prior approval.

ARTICLE IV AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The elected officers of the Group shall be a President, a Vice-President, a Secretary and Treasurer, and such other officers as the Board of Directors may designate.

Section 4.02. Appointment of Officers; Terms of Office. The officers of the Group shall be elected by the membership at the Annual Meeting, or, in the case of vacancies, as soon thereafter as convenient per section 3.02. All elected officers shall hold office for a two-year term and maybe elected for additional terms. Terms shall begin on January 1st for regularly elected officers.

Section 4.03. Resignation. Resignations are effective upon receipt by the Secretary of the Board of a written notification.

Section 4.04. President. The President shall be the President of the Group, chair of the Board of Directors, and an ex-officio member of all committees and shall perform all other duties associated with the office of President.

Section 4.05. Vice-President. The Vice-President shall assist the president in the carrying out of her/his duties and shall preside at all the meetings in the absence of the President. The Vice-President shall carry out other duties as directed by the President or Board of Directors.

Section 4.06. Secretary. The Secretary shall keep a record of all proceedings of the Board, the membership meetings, and the Group and shall conduct all the correspondence of the Group.

Section 4.07. Treasurer. The Treasurer shall have custody of the Group's funds. He/she shall disburse the funds as may be ordered by the Board. The Treasurer shall report to the Board of Directors or membership meetings. An annual report shall be prepared on the financial condition of the Group for distribution to the members at the Annual Meeting of the members.

All checks and drafts of the Group may be signed by the Treasurer or the President.

ARTICLE V ELECTIONS

Section 5.01. Elections. The election of officers shall take place at the Annual Meeting.

Section 5.02. Candidates presented by the Nominating Committee shall be elected by voice vote at the Annual Meeting. If there is more than one candidate for any office, the election to such office shall be by ballot with the winner receiving the majority vote of the ballots cast.

ARTICLE VI INDEMNIFICATION

Every member of the Board of Directors, or officer of the Group may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VII ADVISORY BOARDS AND COMMITTEES

Section 6.01. Establishment. The President, with the approval of the Board of Directors may establish one or more Advisory Boards or Committees. The President shall appoint chairpersons of Standing Committees who, in turn, may select their own committee members with recommendations and suggestions from the Board. Terms of office shall be for one year, and they may be reappointed for additional terms. Standing committees shall be composed of not more than three members.

Section 6.02. Program Committee. The President shall appoint a Program Chair. It shall be the duty of this committee to make all plans and arrangements for the regular membership meetings of the Group. It shall promote the interest and appreciation of the natural world as well as concern for environmental problems through lectures, exhibits, and meetings.

Section 6.03. Field Trip Committee. The President shall appoint a Field Trip Chair. It shall be the duty of this committee to plan, organize and arrange for the proper conduct of field trips that may be participated in, not only by members of the Group, but by non-members and friends.

Section 6.04. Membership Committee. The President shall appoint a Membership Chair. It shall be the duty of this committee to organize all membership information and conduct the renewal of members at the end of the fiscal year, which is December 31.

Section 6.05. Webmaster. The President shall appoint a webmaster for the SOBG website. It shall be the duty of the webmaster to keep the website up to date with information that pertains to the Group.

Section 6.06. Scholarship Committee. The President shall appoint a Scholarship Committee Chair. It shall be the duty of this committee to plan, organize and arrange for the selection and award of the SOBG scholarship.

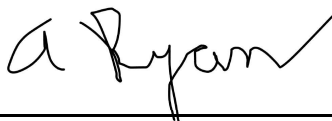
Section 6.07. Audit Committee. The Board of Directors shall appoint an Audit Committee, consisting of three members, the first quarter of each year to audit the books of the previous year. The audit shall be performed by the second quarter of the year, and the report shall be presented to the Board for approval.

ARTICLE VIII DISCONTINUANCE

The Southern Ocean Birding Group may terminate its status as an organization only upon majority vote of the Board of Directors and then the majority vote of the members in good standing at a special meeting of the membership. Upon dissolution of the SOBG, after paying or making provision for payment of all debts and liabilities of the SOBG, no part of the remaining assets may be distributed to any Officer or member of the SOBG. Assets shall be distributed to one or more qualifying organizations under section 501(c)(3) of the Internal Revenue Code as voted on by the members in good standing at the final club meeting. Any such assets not so disposed of shall be disposed of by order of Superior Court of the State of New Jersey in the judicial district where the principal office of the corporation is then located, exclusively for such purpose or to such organizations organized and operated exclusively for such purposes as said court shall determine.

ARTICLE IX AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the membership present, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken.



President

11/2/23

Date