











## **ARTICLE VI - BOARD OF DIRECTORS**

1. The management of all affairs, property, and business of the Corporation shall be vested in a Board of Directors consisting of the Executive Committee, District Directors, and Chairman of the Judge's Panel of the Corporation. The Board of Directors, or any member therefore, shall be entitled and are urged to attend meetings held by any committee, panel, or division of the Corporation in order to further their understanding of the requests coming forward to the Board.

2. Vacancies in the positions of District Director, however caused, shall be filled by the corporation's Affiliates of said District within 6 months pursuant to Article III, Paragraph 4 (h). If Affiliate or Affiliates of said District fail, the Board of the surviving Directors may, by postal ballot, or by e-mail, name a director for the vacancy.

3. A director is bound by his/her conscience to support and vote for issues in the best interests of ABS and the budgerigar.

## **ARTICLE VII - OFFICERS**

1. The officers of the Corporation shall be a President, 1st Vice-President, 2nd Vice President, Treasurer, Secretary and the Chairman of the Judges Panel. In order for one to serve as an elected officer of ABS, the officers shall be active in the fancy, i.e. breed and exhibit budgerigars, exclusively purchase and band with ABS Bands, except where prohibited by law, participate in local clubs, maintain membership in an Affiliated Club in his/her own district, and fully support the fancy. He or she must breed, band and exhibit in his/her own name in conjunction with spouse or other recognized ABS partnership, and/or ABS registered aviary. There may be only one member of a household serving on the ABS Executive Board at one time.

2. The election year for officers of the Corporation shall be the second year of the term of office of District Directors. As an example the next officer election is in the year 2014 & every four (4) years there after.

3. Any member who is not an officer Board Governor/Director or Judge of any other National Cage Bird Society shall be eligible to hold any office. No member shall be a candidate for more than one (1) office. If nominated for more than one (1) office, he/she shall immediately notify the Secretary as to which office he/she will accept a nomination.

4. Nominations for the office of President, 1st Vice President, 2nd Vice-President, Treasurer, and Secretary shall be made from the floor of the Annual District Meetings.

5. There shall be only one nomination for each office reported to the Secretary from each district. If more than one candidate is proposed for any office, the nomination of the candidate, having the highest number of votes of these members present in person or who are represented by proxy,

in the manner provided for in Article II, Paragraph 8 of these By- Laws, shall be reported to the Secretary.

6. The Secretary must receive all nominations from the Annual District Meetings of Members by December 1, of an election year. The District Secretary shall report the names of the nominee, the office to which nominated, and the number of members voting for his/her nomination.

7. In each election year, a ballot or ballots shall be mailed with the names of those nominated for the various offices in alphabetical order and the district(s) from which they were nominated. The ballot shall also contain a space for the member's signature, membership number and/or band code. Dual Members each have one vote. Facsimile ballots are not permitted. Write In Candidates are not permitted. All members in good standing as of the first of the month when ballots are mailed shall be entitled to vote. In case there are no contested positions the nominees will be declared elected and ballots will not be mailed to the members.

8. Election ballots shall be addressed to an accountant selected by the Secretary, and approved by the Board, who will tabulate the votes and give a report to the Secretary. Election ballots must be received by the accountant by March 10. Upon determining the winners of the election, the ABS Secretary will immediately notify the candidates and the incumbent officers. The newly elected officers shall take office thirty (30) days after notification of election results. Full results of the election is to be published in the next issue of the Bulletin.

9. The term of office of all the officers shall be four years. No President shall serve more than two consecutive four-year terms.

10. In case of vacancy, however caused, the office of President shall be assumed by the 1st Vice-President; the office of 1st Vice-President shall be assumed by the 2nd Vice-President. The offices of 2nd Vice-President, Treasurer, and Secretary shall be filled by postal vote or by e-mail, by a simple majority of the Board for the un-expired term. Should the office of 2nd Vice-President become vacant due to the 2nd Vice-President advancing to the office of 1st Vice-President, the remaining members of the Executive Committee shall make two (2) nominations, if possible, for each such office, and submit them to the entire Board of Directors who shall elect one of such two (2) nominees to the office of 2nd Vice-President, Treasurer or Secretary. In lieu of a vacancy of treasurer or secretary, the executive committee must nominate two candidates if possible for and then the Board of Directors elects one of two such nominees if possible. In lieu of a vacancy for the positions of Secretary or Treasurer the procedure for filling the 2<sup>nd</sup> Vice President shall be followed. In the event of a tie vote by the Board of Directors, the President shall cast a vote to break the tie.

11. In case a vacancy occurs in the office of Chairman of the Judges Panel, a temporary Chairman may be appointed by the Judges Executive Committee until the Judges Panel may nominate and elect a successor.

12. No person may hold more than one office, including that of District Director. The officers of the ABS Corporation may become members of other budgerigar societies but shall not be an Officer Board Governor/Director or Judge of another Domestic National Budgerigar

Organization. Officers of the Corporation shall be active in the fancy, i.e., breed and exhibit budgerigars, participate in local club(s), and fully support the fancy. Should an officer cease raising budgerigars, he/she must withdraw from office.



## **ARTICLE VIII - DUTIES OF OFFICERS**

1. The President shall be the Executive Officer of this Corporation, shall schedule and preside over all meetings of the Executive Committee and the Board of Directors. The President shall appoint all Committees and the chairperson except as otherwise provided for, shall cast a deciding vote in case of a tie in any meeting and perform such other administrative duties as are normal for such office. In the event of a vacancy, however caused, in the office of District Director, the President shall have the right to appoint a temporary Director from within that district's membership, to perform duties of the office only until such time as the Affiliated Clubs shall nominate and the members of said district shall elect a successor, or 6 months, whichever shall occur earlier. If a successor is not elected within 6 months, then the vacancy shall be filled in accordance with Article VI, Paragraph 2 of these By-Laws. The President shall be an ex-officio member of all committees, panels, and divisions of the corporation. The President may attend all committee, panel and division meetings according to his availability but shall have no voting privileges. It is the responsibility of the President to see that all ABS Documents are kept up to date (bylaws, resolutions, show rules etc.)

2. The 1st Vice-President shall be known as the Organization Director. He/she shall be responsible for conducting an active campaign for obtaining members with District Directors support and affiliated societies. Shall seek and procure advertising for the ABS bulletin and shall send all ad copies to the Editor and moneys to the ABS Treasurer. Shall investigate the feasibility of changing boundaries of districts and report his/her recommendations to the Board and to the affiliated societies involved at least 40 days before any action is taken. He/she shall perform the duties of the President in his/her absence or upon request, and in the case of a vacancy in the office of President, shall assume that office until the vacancy is filled. When a director will not be available to perform his or her duties due to illness or an extended vacation away from home, or not having a district director, the 1st Vice-President will have the authority to step in when necessary granting patronage or aiding with club problems or needed information.

3. The 2nd Vice-President shall perform such duties as the Board directs and shall act as Educational Director. Shall solicit and gather educational articles to be used for the bulletin. Shall schedule an educational seminar at All Americans. He/she shall perform the duties of the 1st Vice-President in his/her absence, or upon his/her request, and in case of a vacancy in the office of 1st Vice-President, shall assume that office until the vacancy is filled.

4. The Treasurer shall receive and have full custody of all funds of this Corporation, except any special funds in the custody of the Corporate Secretary and the Registrar for the current operating expenses of these offices, except any special funds in the custody of the Secretary of the Judges' Panel and in the custody of the Products Division. The Treasurer shall disburse all funds as approved by the board and make a semi-annual report to the board. No reimbursements for expenses are to be made unless a copy of an invoice and/or receipt is presented.

5. The Secretary shall be the custodian of all minutes of the Corporation. The Secretary shall have the responsibility to take or delegate the taking of all minutes of the Corporation, accept the membership applications, accept and approve affiliations, notify all members of any changes in

the By-Laws through the Bulletin, furnish the District Directors with and up-to-date list of the members and delinquent members in their respective districts, inform the officers and directors of any important matters concerning the Corporation, maintain a complete master list of all members and Affiliates and perform such other duties as are normal for such office.

6. The Chairman of the Judges Panel will be elected by the Judges Panel. The Chairman shall provide an article for print in each ABS Bulletin.

a. The term for the position of “Chairman of the Judges Panel ” shall be April 1, coinciding with the election year for the term of office for ABS officers.

b. The term of office for the “Chairman of the Judges Panel” shall be four years.

c. The position of “Chairman of the Judges Panel” is open to all current members of the ABS Judges Panel with one or more years on the panel.

d. In case a vacancy occurs in the office of Chairman of the Judges Panel, a temporary Chairman may be appointed by the Judges Executive Committee until the Judges Panel may nominate and elect a successor.

7. Any Officer may be removed under Article IV, Paragraph 2 of these By-Laws except that final decision shall be by a  $\frac{3}{4}$  majority vote of the Board. Any Officer absent from the Corporation’s meetings or tardy in his/her duties without reasonable excuse may be removed from office at any annual meeting by  $\frac{3}{4}$  vote of the Board. Any Officer who may become physically incapacitated to perform his/her duties may be removed from the office by a  $\frac{3}{4}$  vote of the Board and Granted Honorary Status.

## **ARTICLE IX - APPOINTED OFFICERS AND SUPPORT STAFF**

1. The Board shall appoint an Editor to perform assigned tasks, who shall report to the Executive Committee or Board of Directors.

2. An Exhibitor of the Year Coordinator shall be responsible for calculating the points for EOY; sending out letters to the exhibitors to confirm EOY points early enough in the year so that problems can be corrected and providing the Editor of the ABS Bulletin the list of EOY winners to be listed in the May/June ABS Bulletin. A Registrar shall be responsible for registering birds and aviaries and providing the Editor with an ongoing list to be published at least by the May/June issue. An Advancement Secretary shall be responsible for tracking the wins toward advancement for Junior, Novice and Intermediate exhibitors and providing the Editor of the ABS Bulletin a report of those exhibitors that advanced to the next division, listing the wins (band code, bird description, show, placement and judges) for publication in the March/April issue. A

Show Report Coordinator who will keep track of all reports coming in. After a two (2) week time period, the Show Report Coordinator will contact the judge if he is missing a report. The Coordinator will input the show reports as they come in, type them in the format printed in the ABS Bulletin and email them out to the Editor, Registrar, Advancement Secretary, Exhibitor of the Year Coordinator. ABS also has chairmen for the following: Scholarship Committee, Band Manager, Recruitment Committee and The Hall of Fame. The Chair of the Hall of Fame Committee shall be for a four year maximum term with unlimited terms, and the person must be a current member of the Hall of Fame.

3. The Board shall appoint such other officers and assign them such duties, as it deems advisable to further the purpose of the Corporation.

4. The term of office of all appointed officers shall be at the pleasure of the Board. Appointed officers have no voting power. The Board shall appoint paid support staff of the Corporation, as it deems advisable to further the purpose of the Corporation, to serve at the pleasure of the Board.

5. All appointed Committee members and appointed positions must band exclusively with ABS bands.

#### **ARTICLE X - COMMITTEES**

1. An Executive Committee shall be maintained at all times for the sole purpose of assisting the Board in the performance of its duties, responsibilities and powers between annual Board of Directors' General Meetings. Shall sit in continuous session to act upon any matters of decision, policy and regulation as shall arise from day to day. The Executive Committee shall meet at such times and places as shall be called by the Chairman or may act through correspondence, by mail, e-mail, wire or telephone. All decisions and actions taken by the Executive Committee shall be reported to the Board and shall be subject to review by the Board. The Executive Committee shall consist of the President, 1st Vice-President, 2nd Vice-President, Treasurer, Secretary, and the Chairman of the Judges Panel and with the exception of the President, all having full voice and vote. The President may vote to make or break only in case of a tie vote of the Executive Committee.

2. A Judges' Panel Executive Committee shall consist of five (5) members of the Judges Panel. The Chairman will be elected by the membership of the Judges' Panel. The Judges' Panel Chairman will appoint his/her Secretary and three (3) Executive Committee members for his/her four year term. No member of the Executive Committee will be paid for his or her services. With the approval of the Judges' Panel Executive committee, the Chairman may suspend any member of the Executive Committee who does not perform their duties in a timely and professional manner. The Judges' Executive Committee shall have operational responsibility on all matters as provided under the rules of the Judges' Panel as approved by the Board. All resolutions made by the Judges' Panel shall be submitted to the Board for approval.

3. A Committee on Amendments to the Articles of Incorporation, Rules and By-Laws of the Corporation shall consist of the Executive Committee, who shall consider and review any and all proposed amendments or alterations submitted to it in writing by any elected officer and Affiliated Society, and report its findings and recommendations to the Board of Directors' General Meeting.

## **ARTICLE XI - MEETINGS**

1. An Annual District Meeting of Members shall be held in each district each year at the time and place of the District Annual Regional Show. Special District Meetings may be called at any time, after all A.B.S. members of the district have been notified by direct mail, e-mail, or phone, at least 30 days prior to said Special Meeting. The specific time and location of the meeting shall be included in this notice. In addition, a notice may be published in the A.B.S. Bulletin and on the ABS Web Page.

2. Each Affiliated Society in the district shall be entitled to send to its District Meetings one voting Delegate who shall have the total voting power of the members of that Affiliated Society who are also members of the Corporation, except as qualified in Article VII, Paragraph 5. Such Delegates shall not have the voting power of those members who are present and voting. If a District does not have an ABS show in a calendar year or a special called district meeting, the Director shall not have a vote at the All American.

3. Each member present at the Annual District Meetings shall be entitled to one vote upon any motion, matter of business or resolution, such vote shall be deducted from the votes controlled by Delegates so that a Delegate's voting power does not include the vote of members in attendance and voting.

4. The Secretary of each Affiliated Society shall notify the District Secretary in writing, at least 10 days prior to the Annual District Meeting of Members, the name of the Delegate and an Alternative the Affiliated Society has elected to attend.

5. Any member of the Board absent from 50 per cent of its regular meetings, without reasonable excuse, may not be re-nominated for any office.

6. Special meetings may be called at any time by the President or by simple majority of Directors to be held at such place as the Directors may designate.

7. Notice of all special meetings of the Board must be given to each Director by ten days service of the same by telegram, by letter, e-mail, phone, or personally.

8. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed before such action by a simple majority of the Directors, and such written consent is filed with the minutes of proceedings of the Board.

9. The District Directors or their representatives shall conduct the Annual District Meetings of Members. The District Secretaries or their representatives shall keep complete and accurate minutes. The District Director shall review the minutes of the District Meeting after receiving them from the District Secretary within 10 days of said meeting, approve, sign, and forward same to the ABS Secretary and Editor for publishing in the ABS Bulletin. The motions put forward at the District Meeting should contain the names of the members making and seconding the motion and the vote count for the motion.

10. There will be a General Meeting of the members of ABS at every All American. The General Meeting will receive a report from the executive officers, plus an update on motions and current activities of the Board Meetings. The members present may make motions which will be considered by the Board or referred to Committee at the current All American Annual Board Meeting.

11. Sometime after May 15th of each year, the Chairman of the Board shall call a meeting of the Board of Directors, which shall be known as the Board of Directors' General Meeting.

12. The Board will consider all motions and resolutions put forward by the Board's Executive Committee, individual members of the Executive Committee, Board Committees on matters referred by the President, and annual District meetings.

13. A quorum of all Annual District Meetings of Members and all Board of Directors' General Meetings shall consist of those present.

14. Any District Director who is unable to attend the Board of Directors' General Meeting may cast one vote on any business as may come before the meeting by a proxy through any member from his/her own district. A District Director, who is unable to attend the Board of Directors general meeting, is allowed a proxy of choice to represent said District and District members at the Board of Directors general meeting. The proxy does not have to be from said Directors district in order to represent the district, if no one is available from that district. Said Proxy must meet the same qualifications as a District Director. The District Director will notify the ABS Secretary, in writing, at least 10 days prior to the Board Meeting.

15. Robert's Rules of Order will be used to conduct all meetings.

### **Rules for the Conduct of ABS Business by Email**

1. Authorization: Authorization for email meetings is stated in the ABS By-Laws. These rules apply to the ABS Executive Committee, the ABS Board of Directors, the ABS Judges Panel and other ABS committees or sub-committees. Email meetings are considered asynchronous as not all members of the group will not be present at the same place or time. Rather members will participate in the meeting as possible during the period of the meeting. The conduct of ABS business by email or other electronic means may only be used between annual general meetings for the conduct of business which may not be held until the next annual general meeting of the Board of Directors.

2. Definitions: When the word group is used in these rules, it means the specific ABS Body, e.g. ABS Executive Committee, ABS Judges Panel, etc. When the word Chair is used in these rules it refers to the ABS President, or the Chairperson of any ABS group.

3. Call for a Meeting: The Chair of a group can call for a meeting. A meeting may also be called by two or more members of the group. The call for a meeting must be sent to the email address of all members of the group. Email meetings may only consider items of business specified in the call for the meeting, and the item or items of business must be stated in the subject line of the call for a meeting.

4. Quorum: A quorum is established when at least one-third (1/3) of the members of the body have checked into the meeting. Members must check-in within two days (48 hours) of the call for the meeting. A quorum is assumed at all times once a meeting has started. Members of the various ABS groups should check their email accounts for ABS related messages at least every other day.

5. Motions: A call for motions by the Chair is not needed; motions may be made as part of a call for a meeting. A second is required before beginning discussion of any motion. The Chair may not make or second a motion.

6. Responsibility of the Chair on motions: As the motion will have been sent to all members in writing there is no need to state the question as required in RONR. Once a motion has been moved and seconded the Chair must open it for discussion or declare the motion out of order for reasons as stated in RONR, "No main motion is in order that conflicts with the corporate charter, constitution, or bylaws; and to the extent that procedural rules applicable to the organization or assembly are prescribed by federal, state, or local law, no main motion is in order that conflicts with such rules." If the chair rules that a motion is out of order, that decision may be immediately appealed to the group. Appeals of decisions of the Chair are addressed in RONR, Chapter VIII, Section 24 Incidental Motions, and Appeals

7. Sending messages: All messages; making a motion, seconding a motion, discussing a motion, or voting on motions or business shall be sent to all members of the Group. Replies will also be sent to all members of the Group by using the Reply All option of the member's email program.

8. Voting on Motions: Messages with a vote on a motion must use the Reply All option and the first line of the voting messages must read: "I Vote \_\_\_\_ (yes or no). The Chair of a group may vote only to break a tie vote.

9. Time limits: Once a motion is on the floor, no more than four days (96 hours) may be used for discussions. After the period for discussions ends, members of the group shall have no more than three days (72 hours) to submit their vote. Votes received more than 72 hours after the call for votes will not be counted.

10. Record of the Meeting: The Secretary of the Group conducting the meeting, or the Chair if there is no Secretary shall keep a record of the meeting and the results. It is suggested that this be done by keeping copies of all emails. Unless there is some legitimate reason for

confidentially, a synopsis of the meeting and its results shall be sent to the ABS Executive Committee and, as appropriate the ABS Board of Directors.”

## **ARTICLE XII - MISCELLANEOUS**

1. PAYMENT: Checks will be made payable to “The American Budgerigar Society, Inc.” payable in US funds only. This statement to be included on all ABS order forms.
2. Members have no authority to make any contract or obligation binding the Corporation other than expressly authorized herein.
3. An e-mail document is an official document and suffices as a signed document.
4. RULES OF ORDER: Roberts Rules of Order (Revised) shall govern all meetings of this society unless otherwise herein conflicting, or the Board of Directors shall be the sole authority for the application of these rules or upon any matter not herein provided for and whose decision shall be final and binding upon the questions.
5. FISCAL YEAR: The fiscal year of this corporation shall begin on the 1st day of July and end on the 30th day of June following, to which dates the accounts of this Corporation shall be balanced and be subject to audit as the Board of Directors shall prescribe.
6. AMENDMENTS: These By Laws may be amended, altered, added to or be rescinded by the Board of Directors at a Special Meeting called for that purpose as provided by the laws of the State of Indiana.
7. DISSOLUTION: If, for some unknown reason, this Society should be forced to dissolve, the Board of Directors will sell all saleable merchandise or property and the proceeds from said sale shall be deposited to the account of the Society, and then the total amount shall then be denoted to the American Red Cross or other worthy charitable organization or institution as designated by the Board of Directors.
8. BY-LAWS: These By-Laws, with amendments as approved by the Board of Directors of the American Budgerigar Society, Inc., at Special Meetings of the Board, called for that purpose, as provided by the laws of the State of Indiana through September 21, 2007 with a quorum present, revoke, supersede and rescind any rules or By-Laws heretofore in effect.

September 2011

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