

# **WESTERN ROLLER CANARY ASSOCIATION**

## **BYLAWS**

### **PREAMBLE TO BYLAWS**

The Western Roller Canary Association is a nonprofit corporation dedicated to the introduction and the enjoyment of keeping, breeding and contesting Roller canaries as a pure breed, enhancement of the knowledge of our members in keeping and care of these birds, including encouraging all members to become active in breeding programs, participating in annual song contests and cooperation with organizations for the preservation of aviculture in this country and promoting its responsible practice.

### **ARTICLE 1 - NAME OF THE ORGANIZATION**

This organization shall be known as the Western Roller Canary Association.

### **ARTICLE 2 - STATUS**

This nonprofit corporation, which has been organized under the provisions of the laws of the State of Oregon, is organized exclusively for one or more of the purposes as specified in Section 501(c)(4) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(4) of the Internal Revenue Code.

### **ARTICLE 3 - HOME OFFICE**

The principal office of the Association shall be 449 S 12<sup>th</sup> Avenue, Cornelius, Oregon 97113-6815. This address will be the official address for communicating with the Association and thus shall remain as static as possible.

### **ARTICLE 4 - MEMBERSHIP AND DUES**

#### PARAGRAPH ONE

The annual dues for membership in the Association shall be as follows:

Life Member	No Annual Dues
Member	US\$15.00

Members who join after November 1 of the calendar year shall have membership until December 31 of the following year.

PARAGRAPH TWO

There shall be two classes of Membership, i.e., Life Member and Member. Life Members will consist of those members of Northwest Roller Canary Club, Oakland International Roller Canary Club and Southern California Roller Canary Club as of August 16, 2005. Other Membership is available to all individuals interested in the Roller canary.

PARAGRAPH FOUR

If a member's dues remain unpaid for a period exceeding sixty days beyond written or published notice, said member's privileges shall end.

PARAGRAPH FIVE

Membership in the Association is a privilege. Any member who misrepresents the Association, holds Association property without authorization, or in any other way is injurious to the Association as defined as, but not limited to, violating the bylaws or making a flagrant action against the good of the Association, may lose his/her privileges of membership, and receive a prorated refund of his/her unused dues. In order to initiate a cause of action under this paragraph, a member must file a deposit of twenty-five dollars (\$25.00) with the Association Treasurer, along with papers which shall support a claim against a member of this Association. Such claim shall be considered by the Board of Directors. If the claim is ruled legitimate and results in the removal of a member, the claimant will receive his/her deposit back. If a claim is unfounded, the deposit shall be forfeited by the claimant.

**ARTICLE 5 - TERM OF OFFICE, ELECTIONS, OFFICERS**

PARAGRAPH ONE

Directors shall be elected annually by mail ballot. The Directors shall be divided into two (2) classes, each of which shall consist of ½ of the total number of Directors, who shall serve for a term of 2 (Two) years and until their respective successors are elected. The classes shall be staggered so that only the Directors of one class shall be elected each year.

1. Notice of the annual election of Directors, together with a ballot containing a slate of candidates recommended by the Nominating Committee, shall be included in the September issue of the ASSOCIATION Newsletter. Such notice and ballot will be sent by direct mail, to each member at his or her last known address.
  - a. The Nominating Committee shall select nominees for each vacancy on the Board of Directors, from Senior Members of the ASSOCIATION.
  - b. The Nominating Committee shall present the slate of nominees to the Board for its approval.
  - c. The Nominating Committee shall consist of 5 members, two of whom, shall be elected by

the Membership at the Annual Meeting, two of whom, shall be elected by the Board of Directors and the Chairman, who shall be appointed by the President.

- d. The Nominating Committee shall serve until the next Annual Meeting. The Board of Directors shall fill any vacancies in the Nominating Committee.
2. The ballot shall contain a line for write-in candidates. Marked ballots must be received at address of the ASSOCIATION Secretary no later than the date set by the Board of Directors for the receipt of marked ballots. The Board, at the same meeting, in which it approves the Nominating Committee's slate of nominees, will establish this date annually. Such date will be shown on the ballot.
3. A short Biographical explanation will be included for each nominee outlining their accomplishments or why they desire to seek the office. This will be voluntary for each candidate and should be made clear to the membership before voting that such submission of said Biography is voluntary.

#### PARAGRAPH TWO

All Elections of this Association shall be by secret ballot only. Ballots will be counted by an appointee of the Board of Directors. Such appointee cannot be an elected officer of the Association or running for any elective post.

#### PARAGRAPH THREE

In the event an Officer, either elected or appointed, dies, resigns or is removed, the Board may appoint a Pro Tem replacement. If less than 180 days remain until the next regularly scheduled election the Pro Tem will serve until that time. If more than 180 days remain until the next regularly scheduled election, the Pro Tem will serve until a special election is held (not to exceed 180 days).

#### PARAGRAPH FOUR

With the exception of the President, First Vice President, Secretary and Treasurer, the Board may, at its option, combine the duties of various officers of the Board as may be deemed practicable if all positions cannot be filled, and if it is apparent to a majority of the Association Board of Directors that positions, other than those named, would be unnecessary at any time due to the circumstances of the Association, these positions may be left unfilled.

#### PARAGRAPH FIVE

President: The President of the Association shall preside over all Board meetings, annual membership meetings, and shall attend to the day-to-day operations of the Association. The President shall abide by the bylaws of the Association, and shall coordinate and delegate the activities of the other officers of this Association.

PARAGRAPH SIX

First Vice President: Shall fill the position of the President in absentia. Shall be first in succession to fill the position of the President should the President be unable to fill his/her term. The First Vice President shall chair the Education Committee and coordinate the educational programs of the Association.

PARAGRAPH SEVEN

Third Vice President: Research and Standards Committee. He/she shall also be responsible for shows or exhibitions of the Association.

PARAGRAPH EIGHT

Membership Director: Shall be responsible for receipt and processing of new and renewal membership in the Association and for the maintenance of membership records for newsletter mailings and the use of the Board of Directors. The Membership Director shall ensure that membership records are not released outside the Association except as authorized by the Board of Directors.

PARAGRAPH NINE

Secretary and Parliamentarian: Shall be responsible for recording the minutes of all Board of Directors meetings, special or national membership meetings that may be called from time to time and prepare and distribute the minutes to the board members. The Executive Secretary, or designated representative, will have available at each meeting the most recent issue of Robert's Rules of Order. He/She shall maintain an archive of all minutes and the Association's official documents. He/She will assist other Board members with correspondence as necessary. He/She shall also have the ability to assign His/Her duties as necessary. The ultimate responsibility for maintaining and recording the history of the Association remains with the appointed Secretary and He/She will follow through to assure that all of the necessary records are in place.

PARAGRAPH TEN

Treasurer: The accounting year for the Association shall be to August 15<sup>th</sup>. The Treasurer shall prepare and submit to the Board, at the 4th Quarter Board meeting, a budget indicating proposed income and expenditures for the upcoming year for approval by the Board. All funds, records, receipts, and expenditures for the previous year or shorter period upon relief of the Treasurer, will be reviewed by at least two members of the Board of Directors, not to include the current Treasurer, as appointed by the Board of Directors to the Finance Committee. The results of the review will be included with the annual budget or presented to the Board upon relief of the Treasurer. The Treasurer shall be responsible for the collections and keeping of all Association funds and assessments. He/She shall maintain a bank checking account, and deposit Association funds in the account under the name the Western Roller Canary Association with the President and Treasurer as signatories, with one signature required. Signatories may not draw on the funds of the ASSOCIATION in excess of \$500.00 without the approval of a majority of the Board of Directors. All funds,

with the exception of the operating funds, are to be kept in an interest bearing account. The Treasurer will promptly deposit all Association funds and promptly pay with Association funds all debts incurred by the Association at the direction of the Board of Directors. Association funds shall be used for the Association business only.

PARAGRAPH ELEVEN

Leg Band Secretary: Shall be responsible for the ordering and issuance of the official leg bands of the Association in accordance with the then policy of the Association. The Leg Band Secretary is fully responsible for maintaining accurate records of band numbers as they are assigned to Members and their respective Membership Numbers. He/She will verify that any Member who submits a band order is current in their Membership Dues and is a Member in Good Standing before bands are issued. The Leg Band Secretary shall report to the President of the Association.

PARAGRAPH TWELVE

Liaison Officer: Shall be responsible for the interrelationships between The Association and other national and local aviculture organizations. He/she will also assist the First Vice President with Association affiliations and the Awards Manager as necessary.

PARAGRAPH FOURTEEN

Association Historian: Shall be responsible for collecting and maintaining all old Records, Meeting Minutes, Correspondence, Membership lists, Band Number Assignments, Member Donated Photos, and any and all other important documents that the Board of Directors votes to maintain for the ASSOCIATION's historical record. The Association Historian will take all reasonable steps to protect the items in their care.

PARAGRAPH FIFTEEN

Honorary Officers: The Board of Directors may, by a majority vote, create a non-voting Board position to recognize a member's outstanding contribution to the Association.

**ARTICLE 6 - BOARD OF DIRECTORS**

PARAGRAPH ONE

The Board of Directors shall consist of all elected Directors of the Association.

PARAGRAPH TWO

Quorum: The Board of Directors shall have sole authority to conduct the business of the Association and shall decide matters by a simple majority of those present at the board meeting when a quorum of 50% of the Board members are present, or, when a quorum of 50% of the Board members participate in a teleconference, or, for Board meetings conducted by mail or email 50% responding.

#### PARAGRAPH THREE

Board Meetings: The regularly scheduled board meetings will be held either in person, by teleconference, or by mail or email on a quarterly basis as designated by the Board of Directors. The quarters shall be calendar quarters of the Association's accounting year August 16th to November 15<sup>th</sup> quarter. The Board of Directors may not occasion a meeting without first sending a notice to all Board members. Such a notice must be postmarked at least ten days prior to said meeting. If 50% of the Board is in attendance, a director's votes received by mail or email, prior to the vote, shall be valid. If 50% of the Board is not in attendance motions, discussions, 2nds, proposals, etc. may take place. Within 30 days an agenda, with discussions attached, will be sent to the Board for vote. The agenda for Board meetings shall be distributed to all Board members in advance of each Board meeting by mail, and interested Board members may submit written discussions of an agenda item to the Secretary for distribution to all Board members prior to the vote. The specific timetable for distribution of the agenda and discussions shall be determined by the Board.

Emergency Board meetings may take place when four members of the Board and the President or next officer in line of ascension deem it necessary, without written notice. A quorum of 50% of the Board is required to hold an Emergency Board meeting. At an emergency meeting only the business called for can be conducted. During an emergency meeting of the Board, no action may be taken on the removal of an officer or on an amendment to these bylaws.

#### PARAGRAPH FOUR

Any elected member of the Board found by the Board to be injurious to the Association, as defined in, but not limited to, the *Membership* Article 4 paragraph 5 may be removed from office by a two thirds vote of all Directors. A written complaint against said officer must be signed by at least two Board members and must be received by the President, or First Vice President in the event the complaint is against the President, by certified mail in order to be considered by the whole Board.

### **ARTICLE 7 - COMMITTEES**

#### PARAGRAPH ONE

The President or Board of Directors may form a committee for the purpose of carrying out the goals and administration of the Association. Standing Committees may include, but are not limited to the following:

#### PARAGRAPH TWO

Show Committee: The Show Committee, chaired by the First Vice President, shall be responsible for all activities required to achieve the objectives of the Association's Annual Song Contest.

#### PARAGRAPH THREE

Publishing Committee: The Publishing Committee, appointed by the Board, shall be responsible for all publications of this Association. It shall produce and edit a quarterly (or more frequent) newsletter for

the membership of the Association. It shall produce a Handbook or Song Contest Yearbook for the Association, and any other publications as directed by the Board of Directors.

PARAGRAPH FOUR

Research Committee: The Research Committee, to be appointed by the Board, shall conduct research on a given subject at the pleasure of the Board of Directors, and will assist members of the Association with matters of Roller aviculture interest.

PARAGRAPH FIVE

Education Committee: This committee will assist its chairman, the First Vice President, in developing educational programs for the members of this Association. The membership of this Committee shall include the Regional Vice Presidents.

PARAGRAPH SIX

Standards Committee: The Standards Committee shall work with the Judges Panel and other interested parties in an ongoing effort to maintain Standards of Perfection for the Roller canary. This obligation on the part of the committee may be met by reviewing, promulgating, and disseminating information on the song scoring methods of all Roller clubs.

PARAGRAPH SEVEN

Judges Panel: At such time Association members become fully trained and certified as Roller judges, a Judges Panel shall be established and shall consist of all approved judges in accordance with the standards set forth by the Association. Said judges shall be trained in the long established methodology, which is primarily the requirement to be approved by a minimum of three (3) Roller Judges and shall be Association members in good standing.

PARAGRAPH EIGHT

Finance Committee: The Finance Committee will be chaired by the Treasurer. The Committee will work with the Treasurer to insure the financial integrity of the Association.

**ARTICLE 8 - MEMBERSHIP MEETING**

PARAGRAPH ONE

The Association shall have an annual membership meeting held in conjunction with the Annual Song Contest and Show, as announced.

PARAGRAPH TWO

General membership votes on matters of the Association are only considered for the election of officers, or as otherwise set forth by the Board of Directors.

PARAGRAPH THREE

The annual membership meeting of the Association shall consist of, but is not limited to, a State of the Association report given by the President, an annual Treasurer's report which includes a summary of

the proposed budget for the next year and a summary of the review of the current year funds, awards presentation, election of officers, etc., and a longer more casual discussion period when members may make their views known to the Board of Directors.

## **ARTICLE 9 - DISSOLUTION**

### PARAGRAPH ONE

Should it become necessary to dissolve the Association all properties of the Association shall be sold or auctioned off, as determined by the Board of Directors. After all debts of the Association have been fully paid, the remaining monies of the Association shall be given to a non-profit aviculture organization, as determined by the Board of Directors.

### PARAGRAPH TWO

No part of the net earnings or the Treasury of the Association shall accrue to the benefit of or be distributed to members, officers, or other private persons upon dissolution.

## **ARTICLE 10 - AMENDMENTS TO THE BYLAWS**

### PARAGRAPH ONE

Amendments to the bylaws must be sponsored by at least two members of the Association and received by the President by certified mail.

### PARAGRAPH TWO

A committee to review the bylaws will be appointed by the President in September of every even-numbered year.

### PARAGRAPH THREE

Amendments to the bylaws must be published in a newsletter of the Association at least 30 days prior to the vote, tabulated at the next Board of Directors meeting. Any amendment to the bylaws of this Association must be approved by two thirds (2/3) of those Association members responding. Any such ballot may only be opened at a regularly scheduled meeting of the Board of Directors, or at an emergency Board meeting called for this purpose.

### PARAGRAPH FOUR

Urgent actions may be considered by the Board of Directors for earlier disposition. Such actions shall not constitute a change of bylaws in regard to paragraph 3 of this article.

## **ARTICLE 11 - PARLIAMENTARY AUTHORITY**

All matters of business of the Association shall be conducted in parliamentary authority of Robert's Rules of Order, (most recent revised issue

Approved at the Board of Directors meeting on March 17, 2007:

John Sheridan  
Secretary