CONNECTICUT ORNITHOLOGICAL ASSOCIATION BYLAWS

Article I: Name and Objectives

Sec. 1. Names
This not-for-profit organization shall be known as the Connecticut Ornithological Association (COA).

Sec. 2. Objectives
To promote an interest in and an appreciation of birds; to disseminate accurate scientific information about birds and their habitats; to help facilitate understanding and cooperation between the ornithological community and the general public; to encourage, through research, the advancement of avian knowledge; to maintain and publish ornithological records; and to promote the protection and preservation of important bird habitats.

Sec. 3. Emblem
The emblem of the COA shall be the Connecticut Warbler (*Oporornis agilis*).

Sec. 4. Offices
The principal offices of the COA shall be situated in Connecticut.

Article II: Membership

Sec. 1. Members
Anyone interested in supporting the objectives of the COA may become a member by the payment of dues, and shall remain a member in good standing if dues have been paid.

Sec. 2. Privileges
Every member in good standing shall receive all periodic publications, shall receive advance notice of the COA Annual Meeting, shall have membership voting rights, and shall be eligible for appointive and elective office.

Sec. 3. Dues
Membership shall be for a one-year period, except for Life Memberships, and shall require the payment of dues as established by the Board of Directors.

Sec. 4. Classes of Membership
A prospective member may elect to join as Individual, Student, Family, Donor, Benefactor, or Life Member. By unanimous vote of the Board, an individual may be elected to Honorary Life Membership for (a) significant contributions to ornithology, or (b) distinguished service to the COA. The Board of Directors may change the number and types of membership classes.

Article III: Board of Directors

Sec. 1. Composition
This Board shall consist of the elected officers and no fewer than six (6), nor more than eighteen (18) directors, who shall be members in good standing of COA. The immediate past president may seek nomination to a Board position, or may serve as an ex officio member of the Board without voting privileges.

Sec. 2. Powers
The Board is the COA's governing body; it shall determine policy, control all property, approve expenditures, set dues, and otherwise exercise the powers granted by these Bylaws.

Sec. 3. Quorum
Eight (8) members shall constitute a quorum for Board meetings.

Sec. 4. Organization
The president shall act as chairperson of the Board and may vote only to break a tie. The president shall direct the secretary to call at least quarterly meetings of the Board, during those times agreed upon by the Board. Meetings may be held in person or by electronic communications. At least fourteen (14) days' notice shall be given for these regular meetings. Special meetings may be called by the president, or at the request of any three (3) directors, provided that (a) all the directors are notified, verbally or in writing, of the time, place, and purpose of the meeting, that (b) the meeting is restricted to its announced purpose, and that (c) proxy votes are allowed.

Sec. 5. Removals
By a majority vote of all other members, the Board may, for cause, remove officers or directors who are delinquent in their duties.

Sec. 6. Routine Consents by Electronic Communication
The president may submit matters by email or other means of electronic communication to the entire Board for discussion and authorization by consent. Such matters may be approved only by the vote by electronic communication of a majority of the Board members in office at the time. This consent procedure shall not be effective with respect to: (a) major policy matters or (b) the authorization of an increase in expenditures by more than $2500 over amounts previously included in any approved annual budget or in other Board authorizations. All authorizations by this consent procedure shall be submitted to the Board at its next regular meeting (or any special meeting) for ratification and recording in the minutes of the meeting.

Article IV: Officers

Sec. 1. Officers
There shall be a president, a vice-president, a recording secretary, and a treasurer, plus such other officers as the Board or the Nominating Committee may deem desirable. All officers shall be subject to these Bylaws and directives of the Board. They shall be elected each year at the Annual Meeting. No officers or directors shall receive compensation for services rendered to COA, although out-of-pocket expenses may be reimbursed by direction of the president. An officer need not be a current member of the Board. A Board member elected to an officer position may continue as a Board member and complete any Board terms remaining after any officer term ends.

Sec. 2. Duties
All officers are voting members of the Board, except the president who can only vote to break a tie. Their duties are:

President - Calls and normally presides at the Board meetings, appoints committee chairpersons, is ex officio member of and oversees committees, except as limited by Article VII, Sec. 1, coordinates day to day activities of the COA, speaks for COA, and is otherwise chief executive, subject to the directives of the Board of Directors.

Vice-president - Assists the president and assumes the president's duties in the latter's absence or incapacity to serve.

Recording Secretary - Keeps complete and accurate records of all meetings, is secretary to the Board, has custody of the COA's records, provides notices to members and supplies draft minutes to Board members for their review and approval. A corresponding secretary position may be created and filled in the same manner as other offices.

Treasurer - Receives and promptly deposits all funds, makes proper dispersals, keeps appropriate accounts in the COA's name, invests COA's funds according to directives of the Board, and prepares a detailed statement of income and expenditures for the fiscal year. The fiscal year shall extend from July 1 to June 30 of the succeeding year.

Article V: Elections

Sec. 1. Nominations
A Nominating Committee shall be appointed by the Board at least sixty (60) days prior to the Annual Meeting, consisting of two (2) Board members and one (1) member in good standing who is not an elected officer or Board member of the COA. This committee shall propose a slate of nominees to fill all Board vacancies and officer positions, for consideration at the Annual Meeting and vote by a quorum of the membership. It may not nominate any of its own Nominating Committee members. Nominations may also be made from the floor as provided in Article V Sec. 5.

Sec. 2. Length of Service
Officers and Directors shall be elected by a quorum of the members present during the business portion of the Annual Meeting and shall serve from the conclusion of that meeting until their successors assume office. After the first year, the directors shall be elected by the membership at the Annual Meeting on a staggered basis, each for a term of three (3) years, normally one third of which shall be elected each year.

Sec. 3. Vacancies
Should a directorship or an office become vacant, the Board may fill that unexpired term by a majority vote of attending members after considering the recommendations of the Nominating Committee.

Sec. 4. Limitations
Directors and elected officers must be members in good standing. The president and vice-president shall not serve more than four (4) full consecutive one-year terms in any one office and the Directors shall not serve more than two (2) full consecutive three-year terms. Any partial term served shall not be considered a full term.

Sec. 5. Voting
Should one or more candidates be nominated from the membership as alternative(s) to the slate proposed by the Nominating Committee, each such nomination shall be seconded by three (3) members in good standing and voted on at the Annual Meeting. There shall be no voting by proxy.

Sec. 6. Quorum
A quorum of any Annual Meeting of the COA shall be twenty-five (25) members.

Article VI: Members' Meetings

Sec. 1. Annual Meeting
A general meeting of the membership shall be held each year in person or by electronic meeting as approved by the Board. Twenty-one (21) days' written notice of this meeting shall be given to the membership. The officers shall report on the condition of the COA, and elections shall be held. (See Article V, Sec. 6. Quorum).

Sec. 2. Other Membership Meetings
With twenty-one (21) days' notice, the president may call additional meetings of the members to conduct the business of the COA.

Article VII: Committees

Sec. 1. General
Except where the Bylaws specify otherwise, all chairpersons are to be appointed by and serve at the pleasure of the president, and each chairperson shall be a duly elected member or officer of the Board. The president is an ex officio member of all committees, except for the Nomination Committee. Unless otherwise specified, chairpersons shall appoint the members of their committees; these need not be members of the Board. The Board may remove a committee chairman or committee members who are delinquent in their duties. The Board may establish guidelines which are compatible with these bylaws for any committee. Committees shall regularly report to the Board and periodically inform the membership of their activities.

Sec. 2. Education Committee
A committee shall be appointed to develop and sponsor programs, workshops, slide shows, exhibits, and other offerings for the general public and for other conservation organizations, to encourage an interest in birds, especially Connecticut birdlife. Specific workshops may be created exclusively for COA members. Recorded workshops, slide shows, exhibits, etc. may be made available to the public or exclusively to COA members.

Sec. 3. Executive Committee
A committee consisting of the officers and two (2) Directors selected by the president to act on the Board's behalf in conducting necessary business between Board meetings. Any Executive Committee's actions shall be reported to the Board for ratification at the next Board meeting.

Sec 4. Finance Committee
The president, vice president, treasurer, and at least one (1) other Board member, who may serve as assistant treasurer, shall constitute the Finance Committee. It shall prepare a budget for the Board's approval, advise the Board on financial matters, recommend fund-raising policies, and regularly review COA funds. It shall keep all Life Membership payments in a separate investment account and may create additional investment accounts for donations made for specific purposes.

Sec. 5. Membership Committee
A committee shall be appointed to enroll new members, solicit renewals, maintain an updated membership list, including addresses, and develop membership incentives and promotions. To facilitate this work, it may be divided into two separate committees, Membership Recruiting and Membership Records, by the president.

Sec. 6. COA Bulletin Committee
With Board approval, the president shall appoint a COA Bulletin editor to a two (2) year term or the remainder of an unfilled term. This editor may form a working committee to plan, edit, print, and distribute the COA Bulletin. (See Article VIII, Sec. 2.)

Sec. 7. Nominating Committee
(See Article V, Sec. 1.)

Sec. 8. Program Committee
A committee shall be appointed to organize the Annual Meeting and other COA events as directed by the Board.

Sec. 9. Avian Records Committee of Connecticut (ARCC)
The ARCC shall maintain the official list of Connecticut state birds and set guidelines for acceptable records of birds in Connecticut. It shall evaluate reports and records, record its findings, justify its decisions, and regularly publish a report of its findings in The Connecticut Warbler. This committee shall be the sole arbiter of records submitted for publication in The Connecticut Warbler. It shall consist of ten (10) to twelve (12) members appointed to serve staggered terms, each of three (3) years duration. Members may serve additional terms. Vacancies will be filled by candidates approved by ARCC and confirmed by the COA Board. A chair shall be nominated by the committee, and subject to appointment by the president of COA. A secretary and other officers, as needed, shall be elected by the committee. There are no restrictions on the number of terms an ARCC officer may serve. The committee shall meet at least once a year. The ARCC may establish such rules and regulations as deemed appropriate.

Sec. 10. The Connecticut Warbler Committee
A committee shall be appointed to advise the Board and the editor of The Connecticut Warbler on matters designed to achieve and maintain high standards. Under Board guidelines it shall set the general policies for this publication. The president shall recommend for the Board's approval a chairperson and at least two (2) other specially qualified individuals. With the approval of the Board, the president shall appoint the editor of The Connecticut Warbler. The editor shall form a working committee to plan, edit, print, and distribute The Connecticut Warbler.

Sec. 11. Awards Committee
A committee may be appointed to select, under Board guidelines, individuals or groups deserving of special recognition by COA, and to prepare and present awards, tributes, or tokens of recognition on behalf of the COA.

Sec. 12. Grants Committee
A committee may be appointed to select grantees and administer COA funds as authorized by the Board. Any officer or director may apply for a grant for the benefit of the COA with the approval of the president, or vice-president if the former is not available.

Sec. 13. Conservation Committee
A committee may be appointed to review and evaluate policies and practices affecting Connecticut birdlife. It shall develop and may provide appropriate recommendations to encourage avian conservation, habitat protection and creation, especially for endangered or declining species. It may undertake habitat management activities and projects which enhance bird populations, particularly those which are colonial nesters, declining, endangered, or rare.

Sec. 14. Merchandise Committee
A committee may be appointed to develop, produce, and merchandise bird and birding related items with COA's logo, or other items of interest to COA's members.

Sec. 15. Publicity Committee
A committee may be appointed to promote the COA and its activities through creation and management of an online website; press releases; articles; radio and television programs; social media; publication of booklets, checklists, and other educational materials; and by other Board-approved means.

Sec. 16. Birding Communications Committee
A committee may be appointed to manage an email and other communications systems for sharing information about bird sightings, identification challenges, birding locations, and other topics of interest to the birding community at large.

Sec. 17. Research Committee
A committee may be appointed which shall undertake, encourage, sponsor, support, or cooperate with other groups in field research consistent with COA objectives. The committee shall promote and prepare rules and guidelines for conducting Summer Bird Counts, including their promotion, supervision, and the dissemination of the results. The committee may organize seminars, conferences, or other meetings to promote and disseminate research information relevant to the COA mission.

Sec. 18. Other Committees
The president may appoint special ad hoc committees to handle any additional matters with the consent of the Board.

Article VIII: Publications

Sec. 1. Journal
The official journal, a quarterly, shall be called The Connecticut Warbler. It shall record pertinent field observations, report on research and field studies, note changes in avian populations, discuss field identification problems, and otherwise inform its readers on matters relating to Connecticut ornithology. Digital versions of each edition shall be made available to the general public on the COA website, except the most recent two volumes which shall only be accessible to current COA members.

Sec. 2. COA Bulletin (See Article VII. Sec. 6)
The COA Bulletin shall contain timely items concerning the activities of COA and its members, and matters of interest to the birding community. It may cover such topics as birding and conservation organizations, conservation projects, legislation or actions affecting birds, record collecting and keeping, and birding practices and activities. The COA Bulletin shall be distributed digitally to current COA members and others as designated by the Board.

Sec. 3. Other Publications
The COA may issue pertinent publications, such as checklists, guides to localities, and education tracts, as the Board finds to be in the interest of the COA.

Article IX: General Matters

Sec. 1. Bylaws Amendments
Any proposed changes to these Bylaws shall be submitted in written form to the Board by a Bylaws committee of its choosing. Two-thirds (2/3) of the full Board voting in the affirmative, in person or by proxy, at a subsequent meeting shall constitute adoption of these changes.

Sec. 2. Fiscal Year
The fiscal year shall run from July 1 to June 30.

Sec. 3. Rules of Order
Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for conducting meetings of COA.

Sec. 4. Library Subscriptions
Fees for organizations desiring The Connecticut Warbler may be authorized by the Board, providing such payment carries no voting privilege.

Sec. 5. Affiliations
While retaining full independence, the COA may affiliate with local, regional, or national organizations, approved by the Board. It shall seek to support and cooperate with organizations and may cosponsor projects with other groups.

Sec. 6. Receiving Property
Donated properties may be accepted by Board action if the Board finds that such acceptance furthers the objectives of the COA.

Sec. 7. Dissolution
Should the COA be dissolved for any reason at any time, any properties shall be allotted by the Board to one or more other non-profit organizations who agree to use the funds to fulfill objectives which are similar to COA's.

Sec. 8. Response to Emergency Event or Condition
In response to an event or condition beyond the control of the Board that necessitates the cancellation of the Annual Meeting of the members of the COA (as was the case in 2020 as a result of the coronavirus pandemic) then the Board may proceed in the following manner:

- Vote on a motion to acknowledge circumstances beyond COA's control that will necessitate the cancellation of the Annual Meeting, without the prospect of rescheduling.
- Vote on a motion to authorize the Board to act on behalf of the membership for the duration of the event or condition.
- Vote on the slate of officers and directors as presented by the Nominating Committee.
- Announce the recipients of the awards and grants for the year.
- Should circumstances create an unsafe environment for the Board to physically meet in a common location (as was the case in the 2020 coronavirus pandemic) then the Board will be authorized to engage in the above-stated activities via electronic communications.
- The above actions will apply for the duration of the event or condition only. Once the event or condition has passed, then the rules for voting on the officers and directors will revert back to the previously established methods.

Revision History:

- Submitted for adoption [R. Clement, D. Varza, J. Zeranski (Chairman)]
    - Adopted in May 1983 by vote of the membership.
- Revised by vote of the membership in April 1985.
- Revised by vote of the membership in April1987.
    - Retyped in July 1988 [D. Miller]
    - Retyped in September 1988 [D. Miller]
- Computerized pamphlet 1988 [D. Miller, J. Zeranski].
- Revised by vote of the membership in March 1991.
    - Retyped in April199l [F. Mantlik].
- Revised by vote of Directors on August 13, 1991.
    - Retyped August 1991 F. Mantlk].
- Submitted for revision in March 1994 [F. Mantlik, T. Baptist, J. Zeranski (Chairman)]
    - Revised by vote of the Board on October 3, 1994.
        - Retyped, and put into a pamphlet during October/November [J. Zeranski].
- Submitted for revision in January 1999. [S. Oresman (chair)].
- Revised by vote of Directors on January 25, 1999.
    - Retyped January 1999. [D. Provencher]
- Submitted for revision of Article VII section 9 regarding ARCC secretary term of service in October 2000. [S. Oresman (Chair)].
    - Revised by vote of Directors on October 16, 2000.
- Retyped with October 16, 2000.
    - Revision and typographical corrections April 200l. [D. Provencher].
- Amended by vote of Officers and Directors on October 7, 2013.
- Amended by vote of Officers and Directors on March 21, 2020.
- Amended by vote of Officers and Directors on June 13, 2022 [change of membership period]
- Submitted for revision in November 2025 [C. Wood (Chair), C. Ehlinger, A. Black, S. Broker, C. Leamy, F. Mantlik, K. Van Der Aue, P. Wolter]
    - *Revised by vote of Officers and Directors on December 8, 2025*