

Seabrook Island Birders (SIB)

By-Laws

March 5, 2025

## ARTICLE I

### Mission

The Mission of Seabrook Island Birders (the “Corporation”) is to (1) assist Seabrook Island residents, visitors, guests, and followers of the Corporation in watching and learning about birds via our programs and communications outreach and (2) protect birds and wildlife by supporting the efforts of local, state, federal, and other entities to manage our island’s beaches and wildlife habitats in a sustainable manner.

## ARTICLE II

### General Structure and conditions

Section 1. The Corporation is an independent, public benefit, not-for-profit (501(C)4), South Carolina Corporation, located in the Town of Seabrook Island, South Carolina operated exclusively for the mission stated in Article I.

Section 2. The Corporation is a “no members corporation” without formal voting members, as such, of the Corporation, and the Board of Directors shall have all rights and powers which applicable law would or could extend to formal corporate members or owners.

Section 3. The Corporation will have supporters (hereinafter identified as members) who will pay a nominal fee and be entitled to reduced event admission expense and other benefits. All reference to members within these By-Laws is intended to designate such supporters unless specifically connected to some other group, such as the Board of Directors. The supporters shall be collectively designated herein as the General Membership.

Section 4. Members of the Board of Directors and Committees shall not receive any compensation for their services, but the Board of Directors may authorize reimbursement for expenses incurred in furtherance of the corporate operations.

Section 5. All funds collected by the Corporation (dues, participation fees, donations, etc.) shall be used only in furtherance of the mission, and no part may be used for the personal benefit of any individual.

Section 6. The Corporation's fiscal year is January 1st through December 31st of each year.

### ARTICLE III

#### Membership

Section 1. Supporters of the Seabrook Island Birders are residents, guests, and others who have an interest in watching, learning about, and protecting the well-being of the incredible variety of birds that inhabit and pass through Seabrook Island and South Carolina and who have paid current corporation dues and shall be considered members for the purposes of the Corporation's activities.

Section 2. Membership categories and dues shall be determined from time to time by the Membership Committee, approved by the Board of Directors and maintained in the corporate records. Dues will be collected annually and will cover the current calendar year and in the case of those received after November 1 will cover the following calendar year.

### ARTICLE IV

#### Board of directors and Officers

Section 1. The Board of Directors shall be comprised of corporate members and shall be self-perpetuating in that new members will be added by invitation of the existing Board. It shall oversee, through its committee structure, the planning and implementation of all programs, communications, and activities of the Corporation, including general membership meetings, bird walks, and other activities that contribute to the corporate mission. The number of Directors may be increased or decreased by the existing Board members by majority vote but shall not be less than six or more than fifteen.

Directors will be appointed for a three-year term. They may serve no more than two consecutive full terms. Former directors may rejoin the board after at least one year's hiatus. The appointments will be staggered so that 1/3 of the board will be appointed each year. If a Director leaves the board before their term has expired, the President will appoint a replacement to complete that term.

Section 2. The officers of the Corporation shall be elected by and from the then serving Board members and shall include the positions of President, Vice President, Secretary, and Treasurer. Such officers shall be routinely elected each year, announced along with new Board members in January and serve at the discretion of the Board. If an officer resigns or is unable or unwilling to

fulfill the duties of an office, the President will declare the position vacant and the Board of Directors will designate a person to complete the term.

Section 3. Action by the Board of Directors may be accomplished either at a regular Board meeting or, with one week's advance written notice, in an electronic fashion as outlined by the Board President. Voting may occur either in person, through proxy to another Board Member or in electronic or email fashion. Each such vote shall be recorded as the matter at issue arises during a scheduled Board meeting or in such other fashion as the Board President outlines for a matter intended to be resolved in an electronic fashion. Members may give their proxy to vote to another member so long as the proxy acknowledges the identity of the parties involved, the specific subject for which the vote is intended and the date of the prospective meeting. No Board member shall be empowered to hold proxies on a particular subject for more than two other Board members.

Section 4. Motions to expel a member or director or close down Seabrook Island Birders must be approved by 75% of the existing Board members. All other business may be conducted with the agreement of more than 50% of the then serving Board.

## ARTICLE V

### Duties of the Officers

Section 1. The President shall:

Be the Chief Executive Officer (CEO)

Preside at all meetings of the Corporation and of the Board of Directors.

Be an ex officio member of all committees

Section 2. The Vice President shall:

Temporarily assume the duties of the President in the absence of the President.

Stand for election as President at the end of the current President's term

Section 3. The Secretary shall:

Record the minutes of the general meetings of the Board of Directors in which the Board takes any action.

Record the minutes of the meetings of the Board of Directors.

Prepares and maintains needed documents or materials, like these By-Laws, for an orderly operation of the Corporation.

Section 4. The Treasurer shall:

Be the Chief Financial Officer (CFO)

Be the custodian of the Corporation's Funds

Keep records of all receipts and expenditures

On an annual basis, prepare a budget projecting the next year's receipts and expenditures for approval by the Board of Directors

Disperse funds approved by the Board of Directors

Have authority on his or her signature alone, to draw funds from the Corporation's bank account.

Produce financial statement for each Board of Directors meeting and post it to the appropriate file

Maintain an inventory record of all assets owned by the corporation

Submit reports required by IRS or any government agency

Maintain a record of Corporate Agents, Corporate Records and act as contact to Office of South Carolina Secretary of State for updates and changes

## ARTICLE VII

### Committees

The Board of Directors shall establish those committees necessary to ensure the efficient operation of the Corporation, and appoint the Chairperson of each such committee. The creation of any such committee shall clearly define its purpose, scope and authority. The nature and authority of a committee may only be thereafter modified by action by the Board.

## ARTICLE VIII

### Meetings

Section 1. The Board of Directors shall meet monthly or as the Board President or a group of five Board members may otherwise determine to be necessary.

Section 2. The general Corporation membership shall normally meet four times a year, typically, for the presentation of an evening program that supports the learning aspect of the

organization's mission. To the extent practical, the dates for each of these meetings will be established by the end of the prior year and either electronically communicated to the membership or published in the Corporation's website.

## ARTICLE IX

### Dissolution clause

Should the Corporation be dissolved as an entity, any unexpended funds in the treasury, after all legitimate obligations are satisfied, shall be donated to a 501c(3) charity or to a SCDNR Wildlife Fund as the Corporation's Board of Directors shall determine and notice given to all appropriate local, state and federal governmental agencies.

## ARTICLE X

### Amendment of By-laws

The Corporation's By-laws are to be regarded as a living document that may be modified at any time by a two-thirds vote of the then-current Board of Directors.

Seabrook Island Birders